

**ULTIMATE**

**SPIDER-MAN<sup>®</sup>**

ISSUE  
**43**

**HELP**



**BENDIS  
BAGLEY  
THIBERT**

**MARVEL<sup>®</sup>**





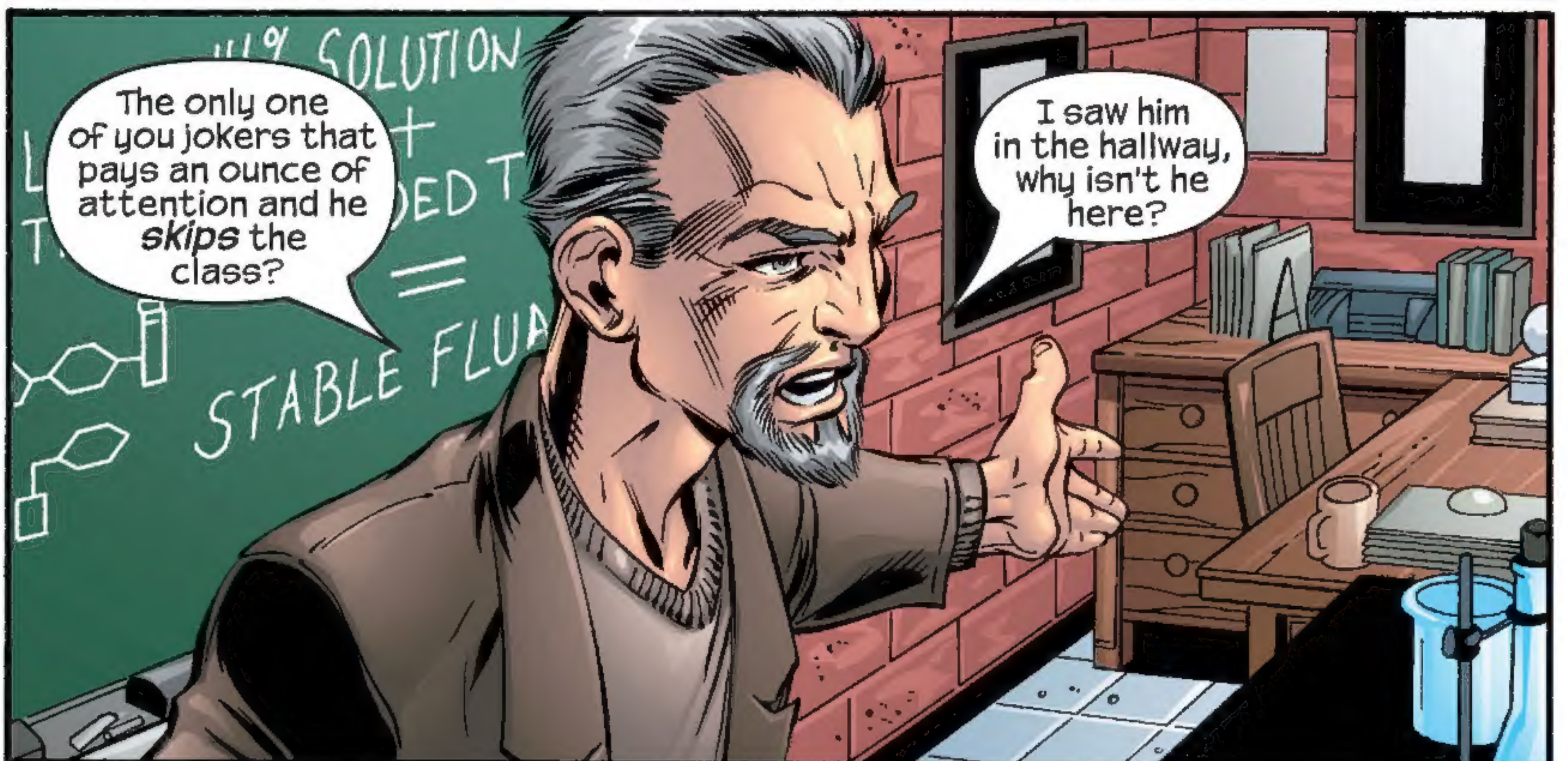
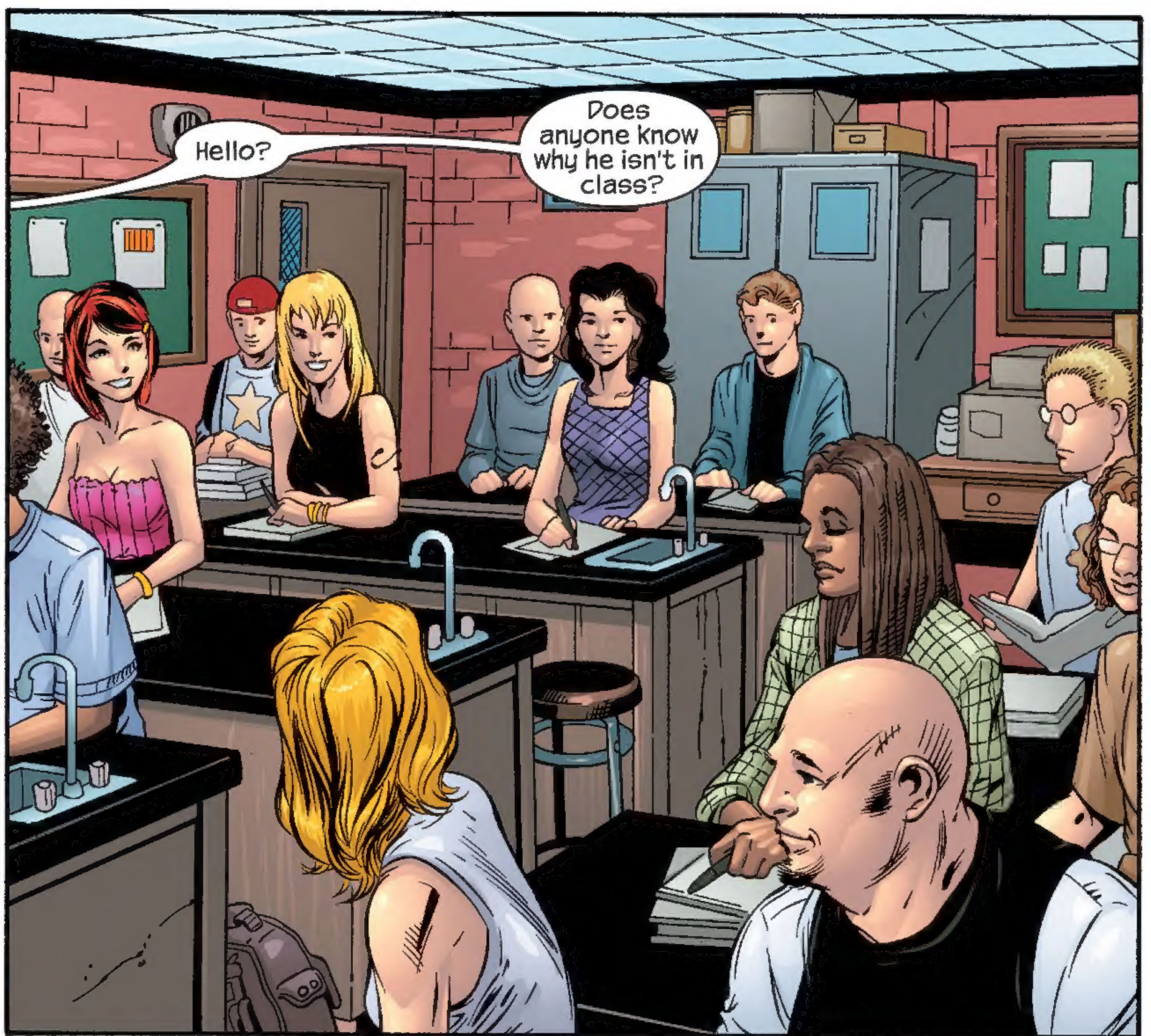
# 70 YEARS OF MARVEL COMICS

© 2010 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

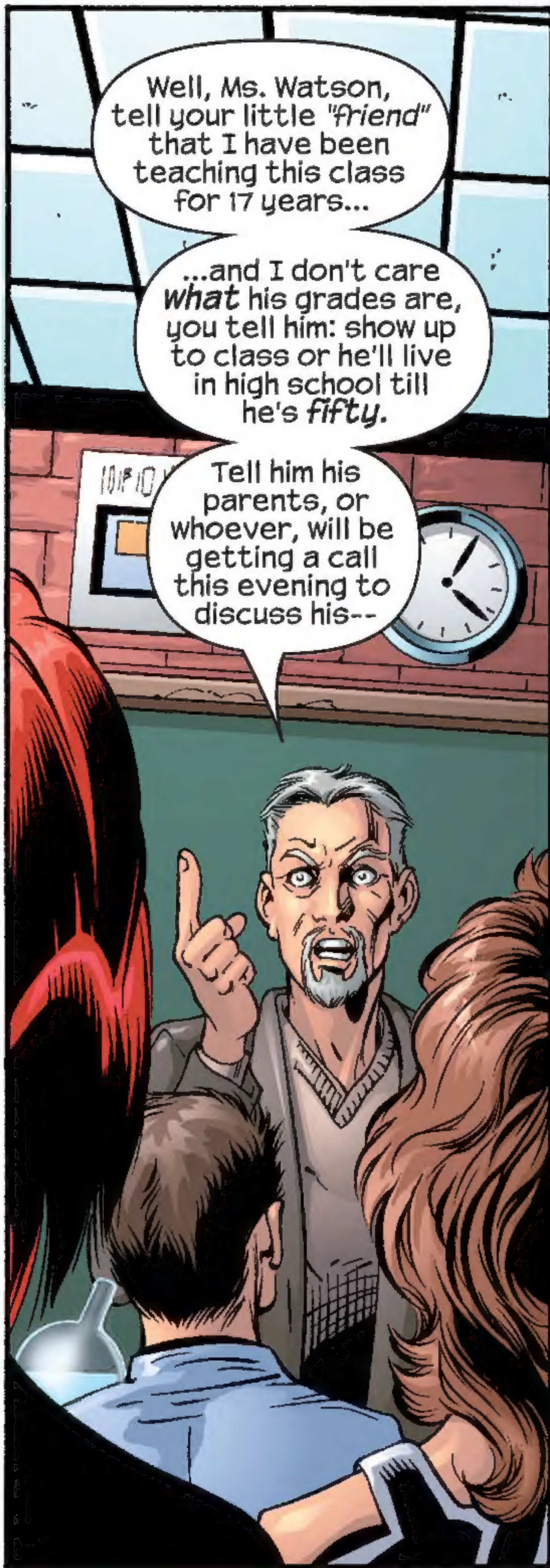
© 2010 Marvel Characters, Inc. All rights reserved.  
[WWW.MARVEL.COM](http://WWW.MARVEL.COM)

70 YEARS  
MARVEL  
COMICS





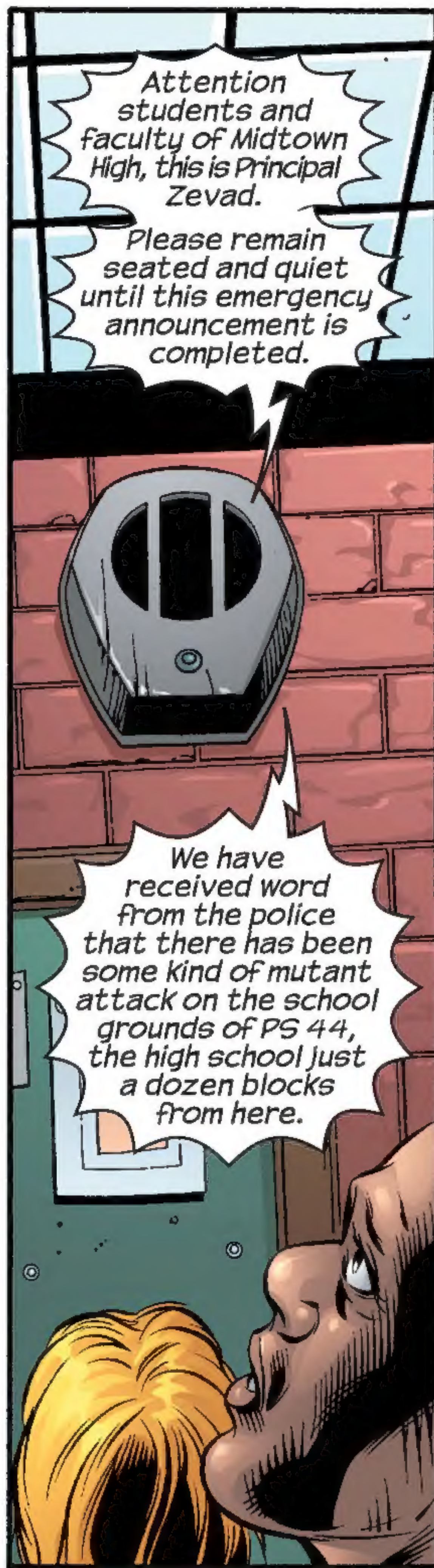




Well, Ms. Watson, tell your little "friend" that I have been teaching this class for 17 years...

...and I don't care *what* his grades are, you tell him: show up to class or he'll live in high school till he's *fifty*.

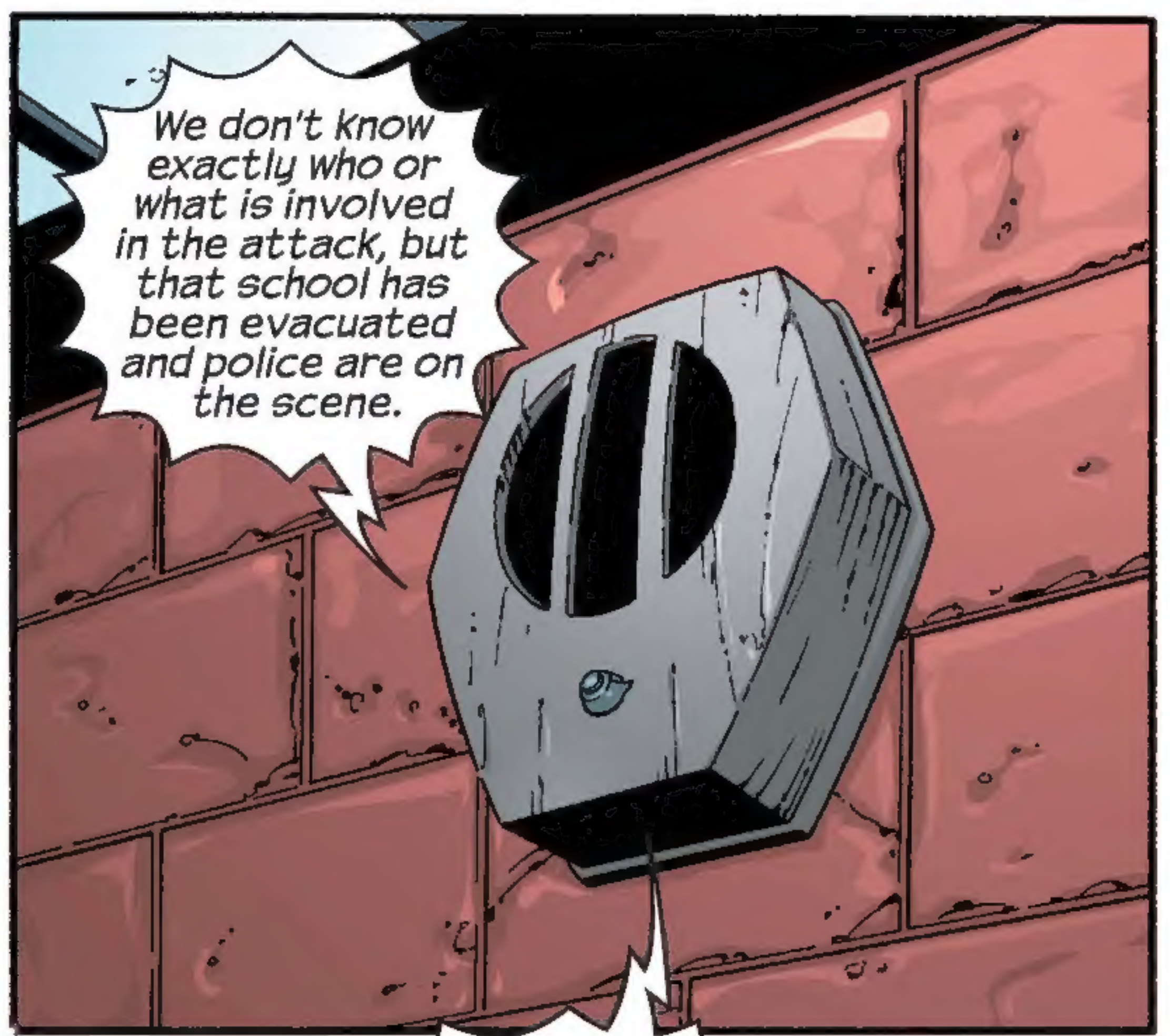
Tell him his parents, or whoever, will be getting a call this evening to discuss his--



Attention students and faculty of Midtown High, this is Principal Zevad.

Please remain seated and quiet until this emergency announcement is completed.

We have received word from the police that there has been some kind of mutant attack on the school grounds of PS 44, the high school just a dozen blocks from here.



We don't know exactly who or what is involved in the attack, but that school has been evacuated and police are on the scene.



For safety purposes I am ending the school day effective immediately. School is closed for the day.



The busses are already here.

Your parents have been called and will be meeting you in the C parking lot.

If you do not have a ride home, I and my staff will be in the parking lot to direct you to which bus or whatever else you need.

It is imperative that you stay away from PS 44 and go directly home.

Again, your parents have been called and are aware of the situation.

Stay seated. Remain seated!!

Settle down!!

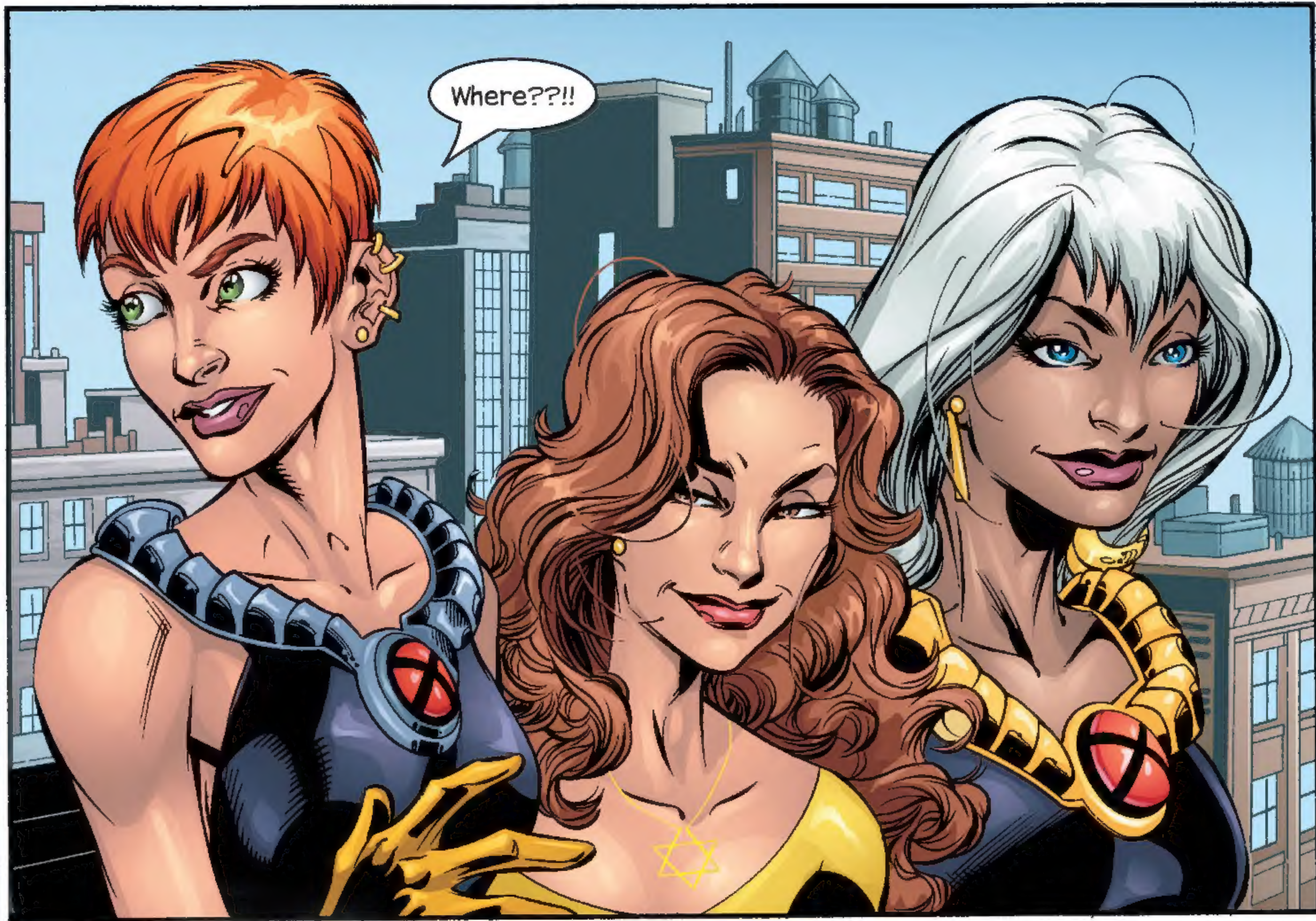
Yes!



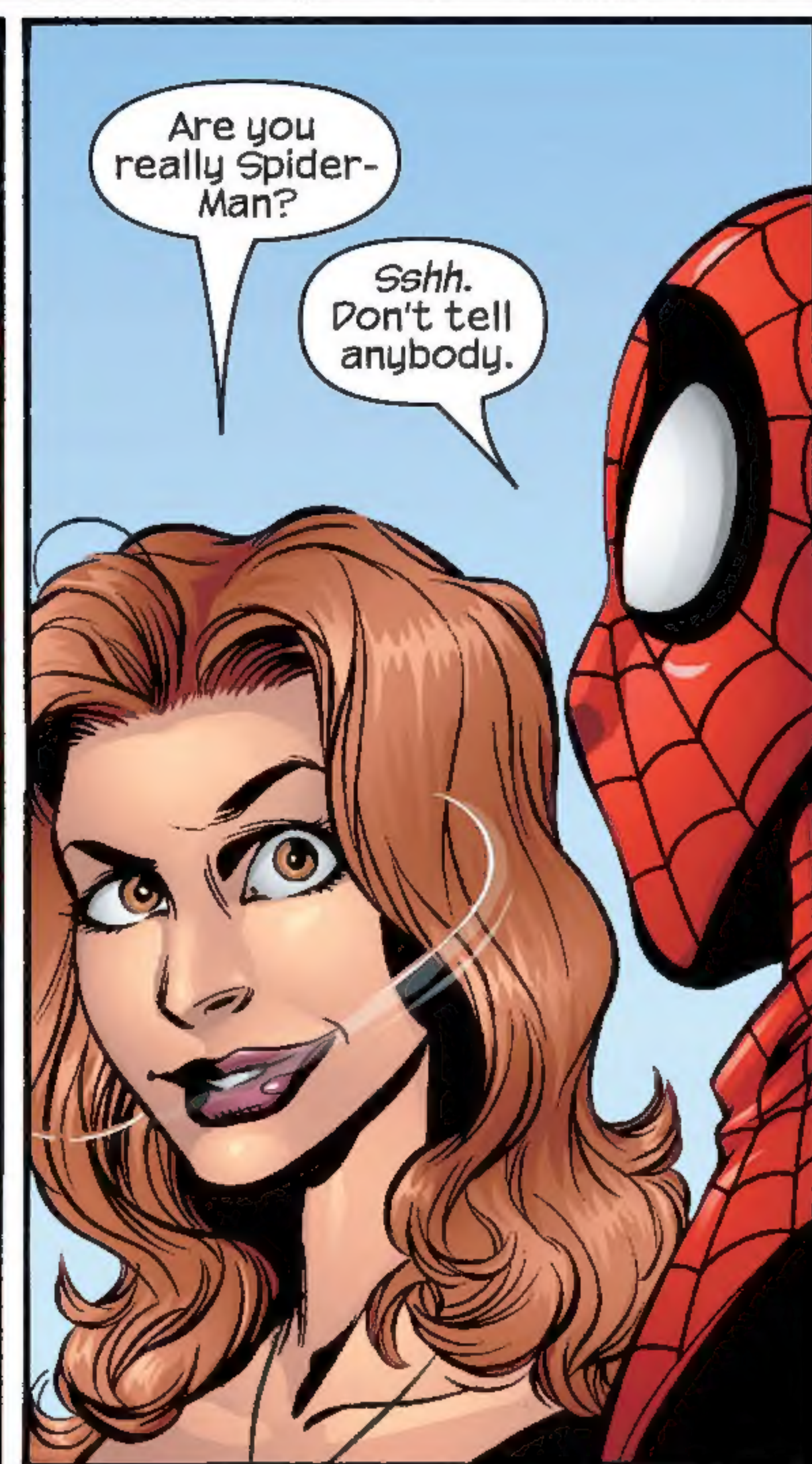
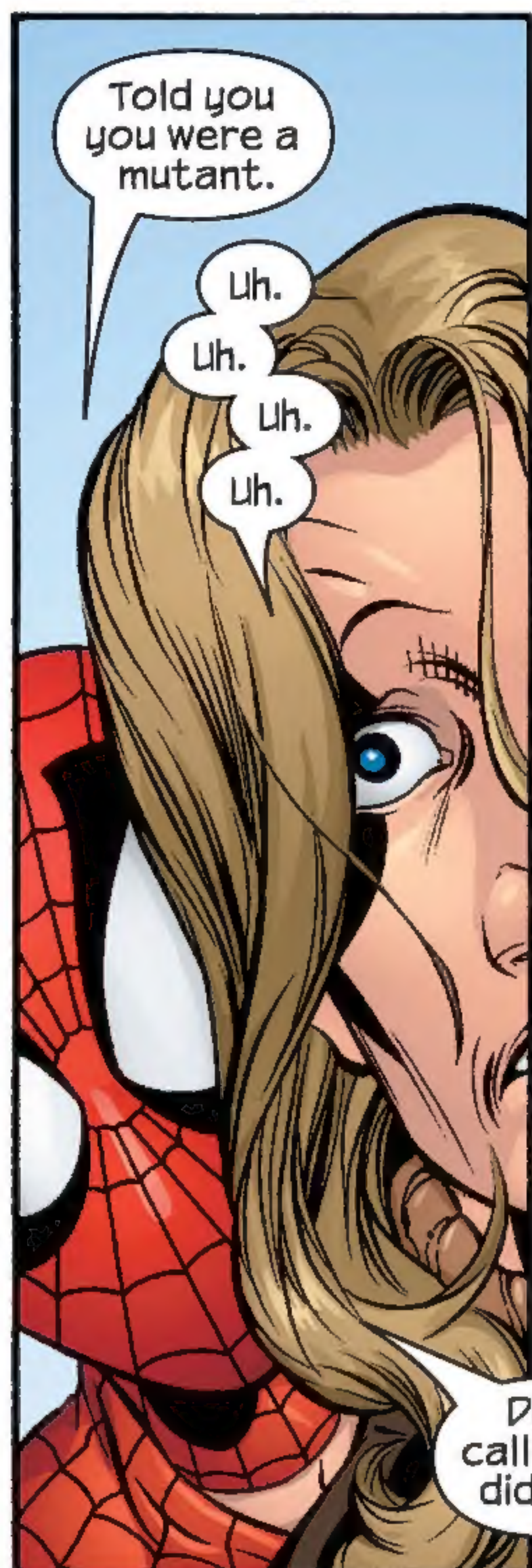
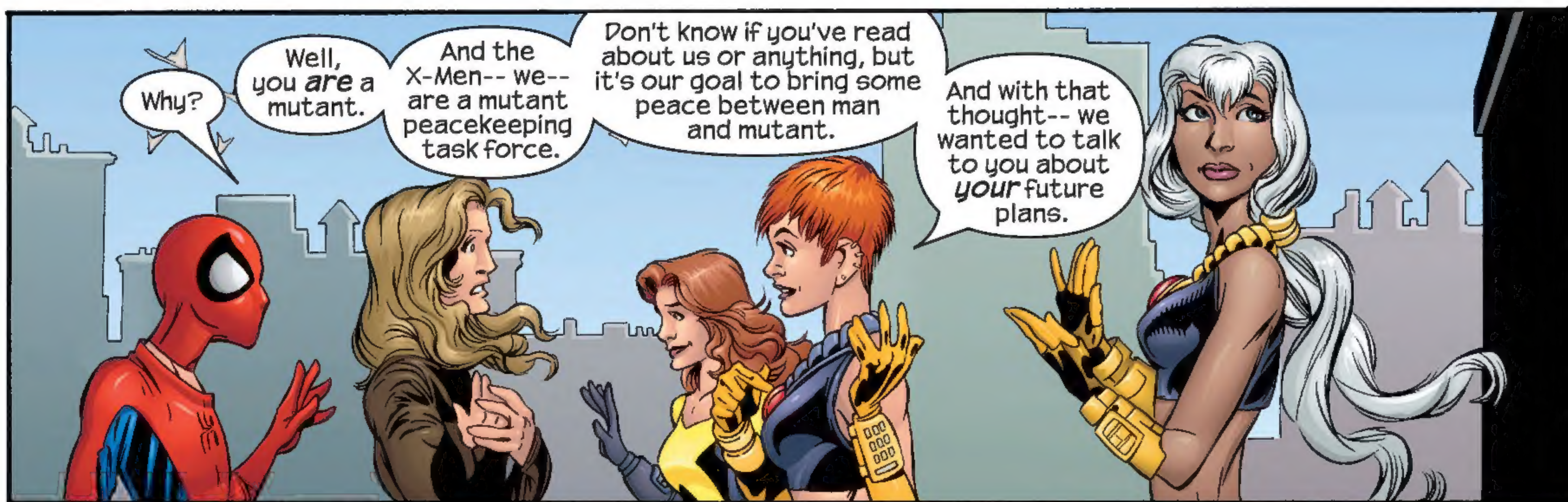
So, quickly and calmly, grab your books and head to parking lot C.

Mutants.

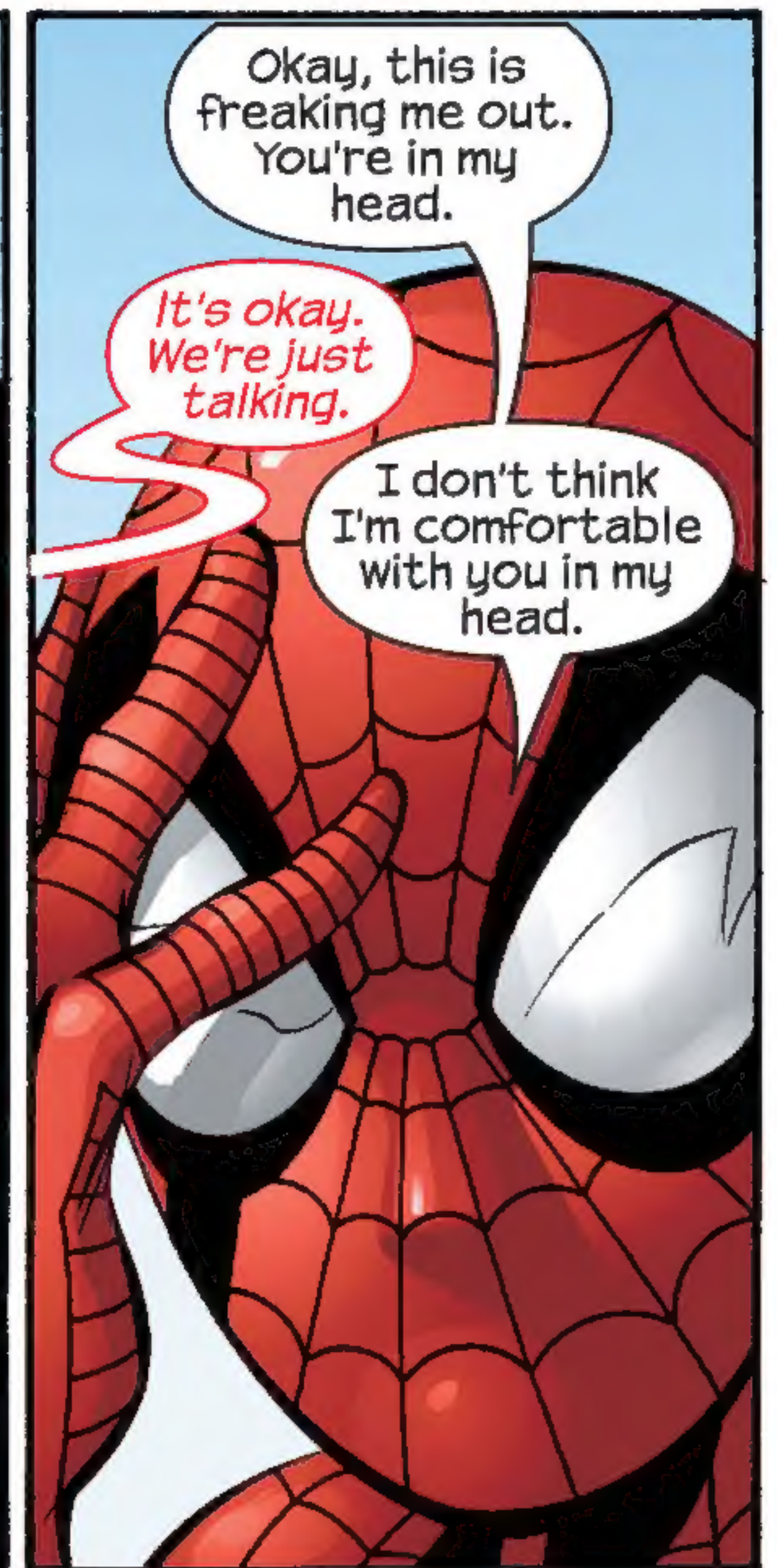
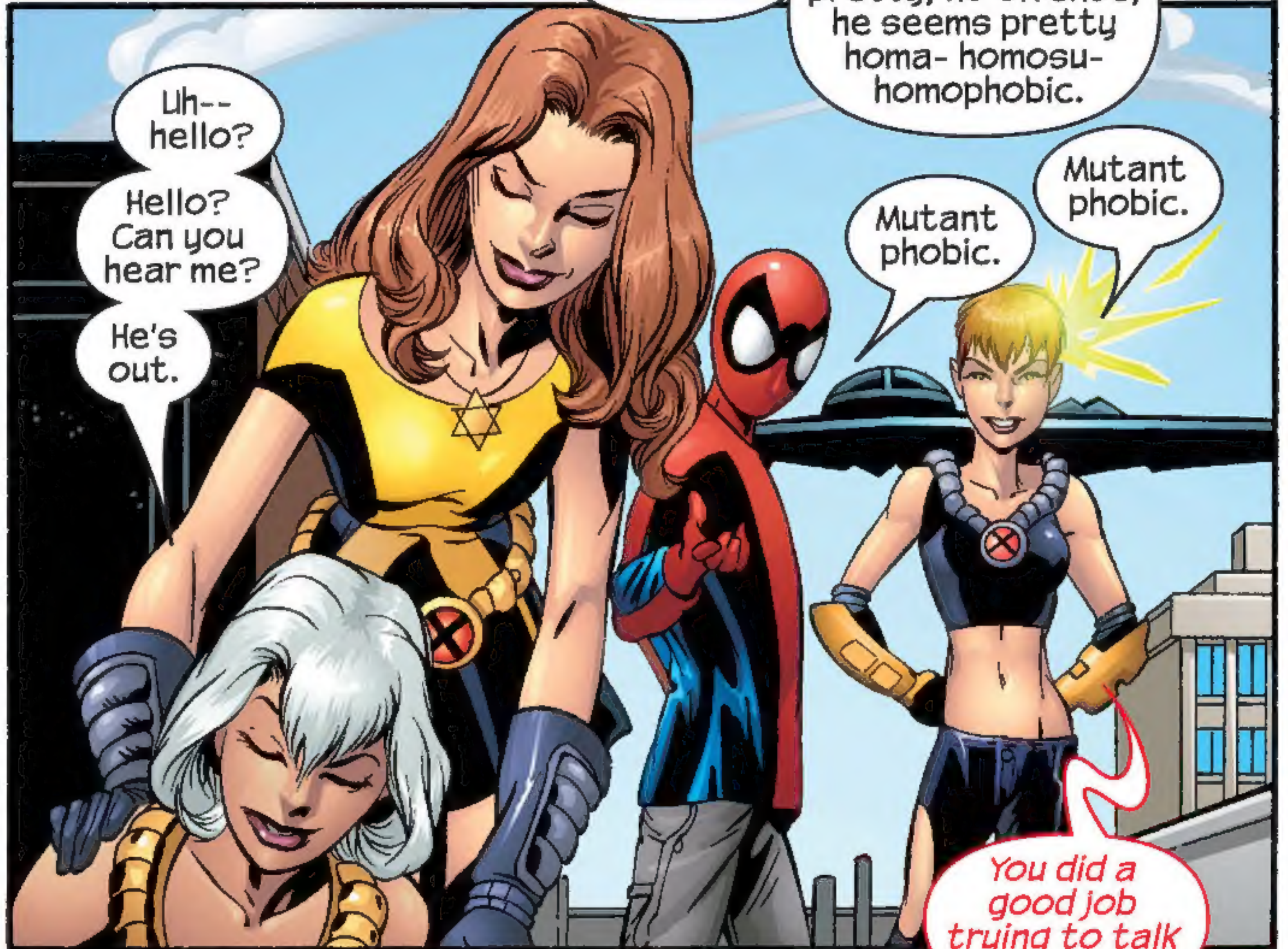
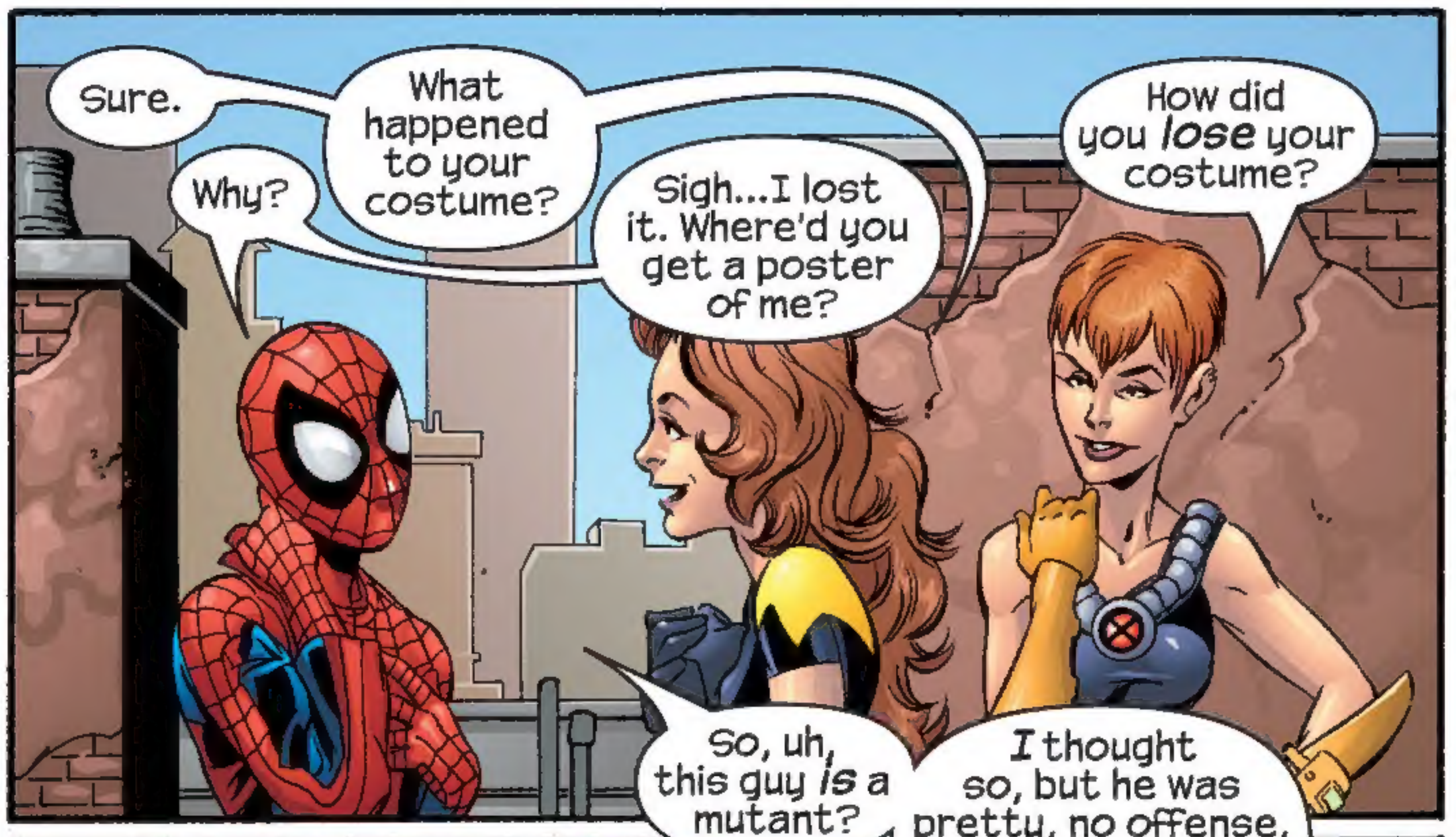




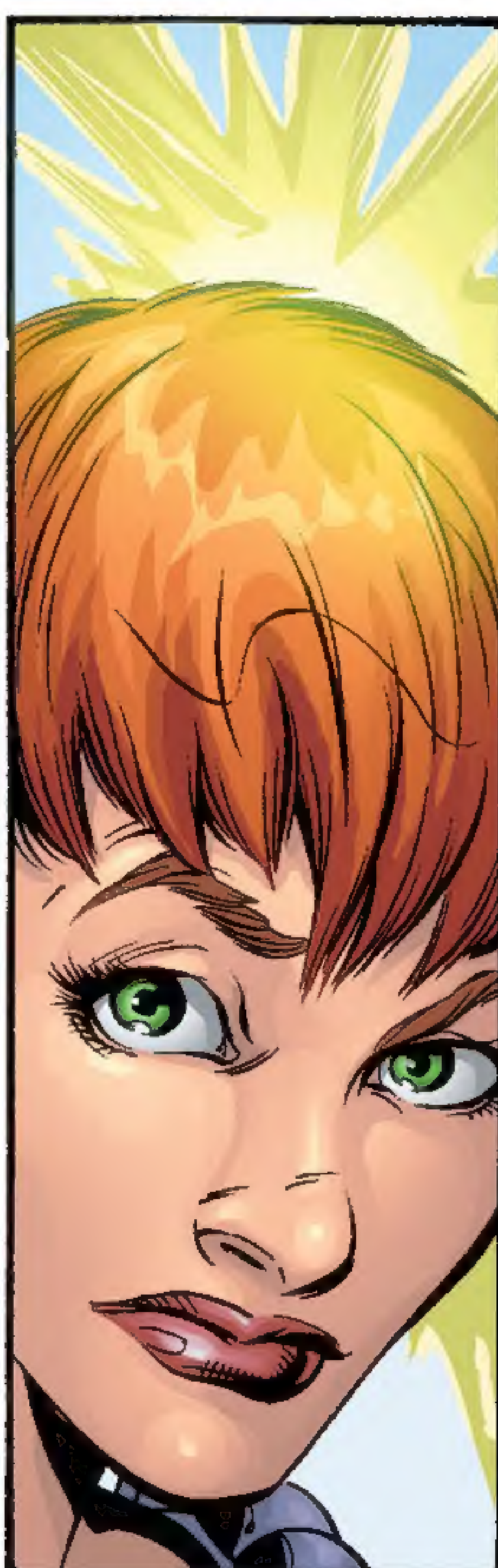
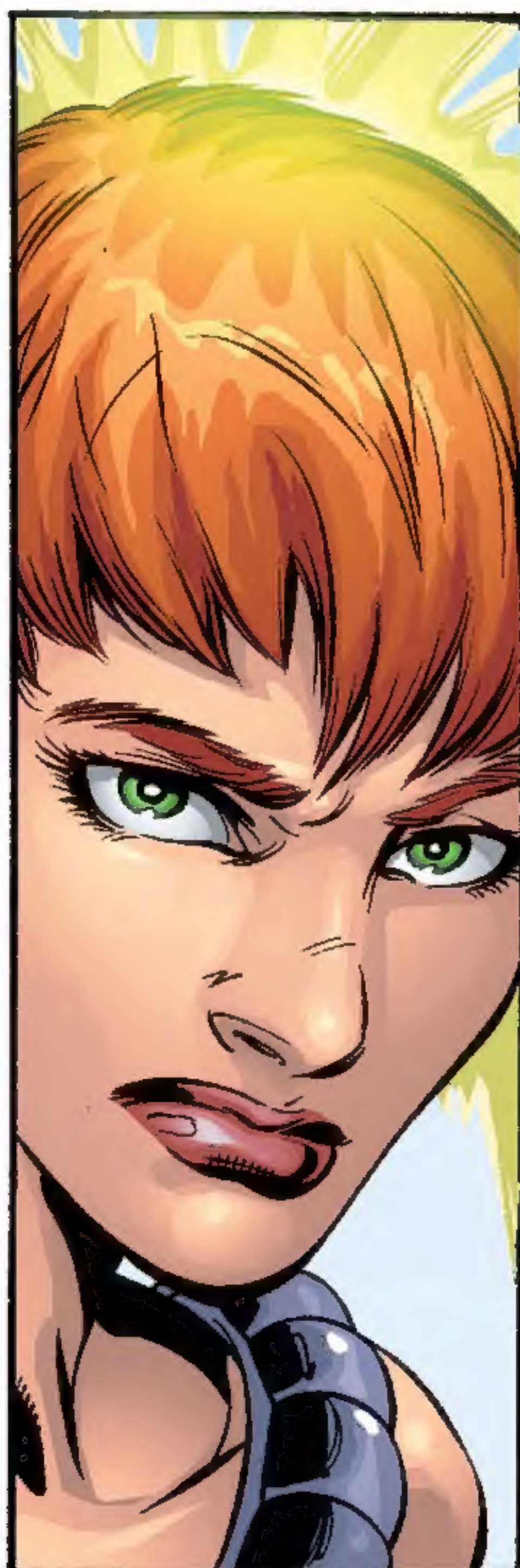
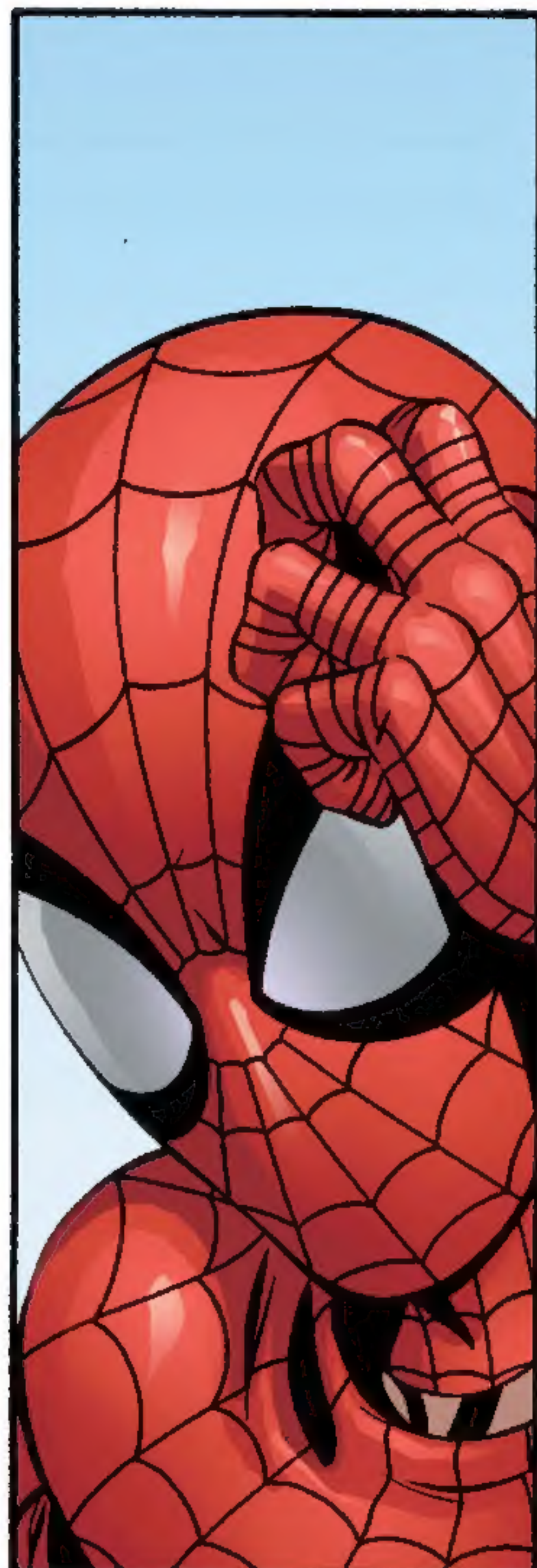
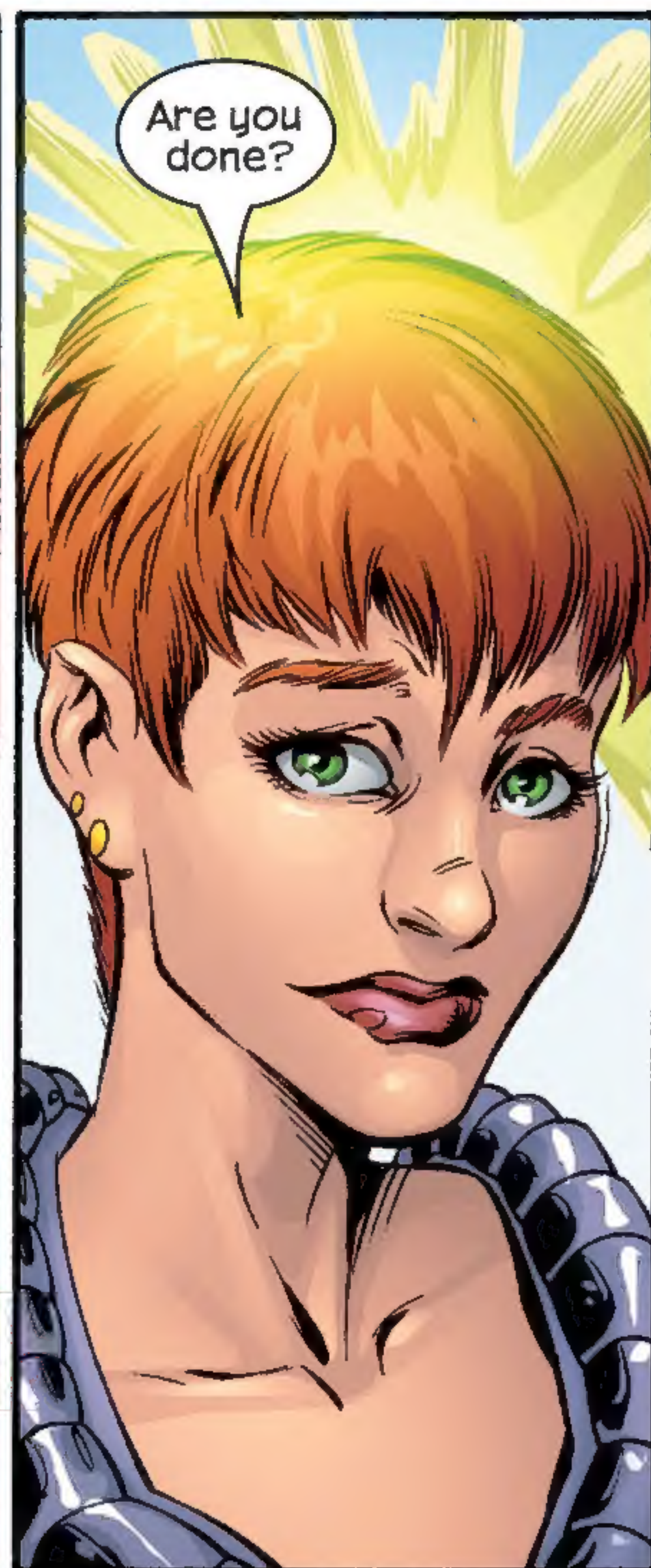
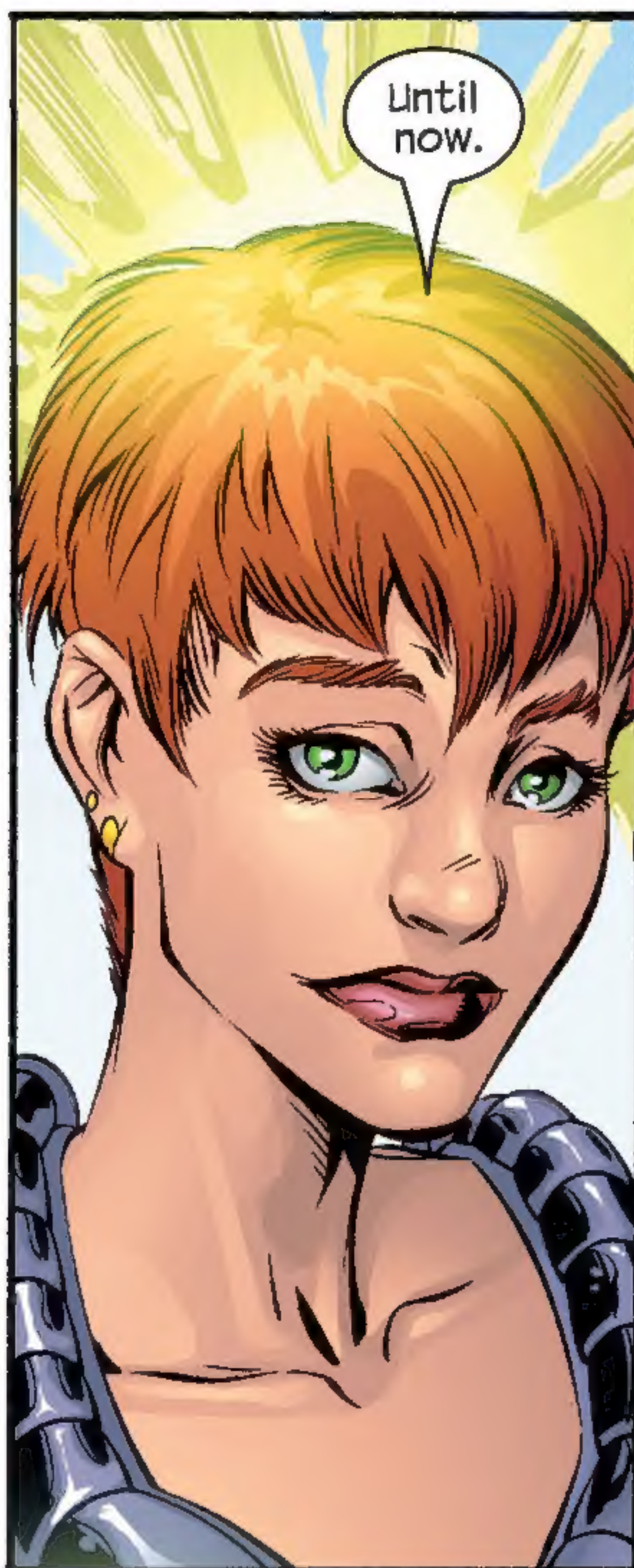
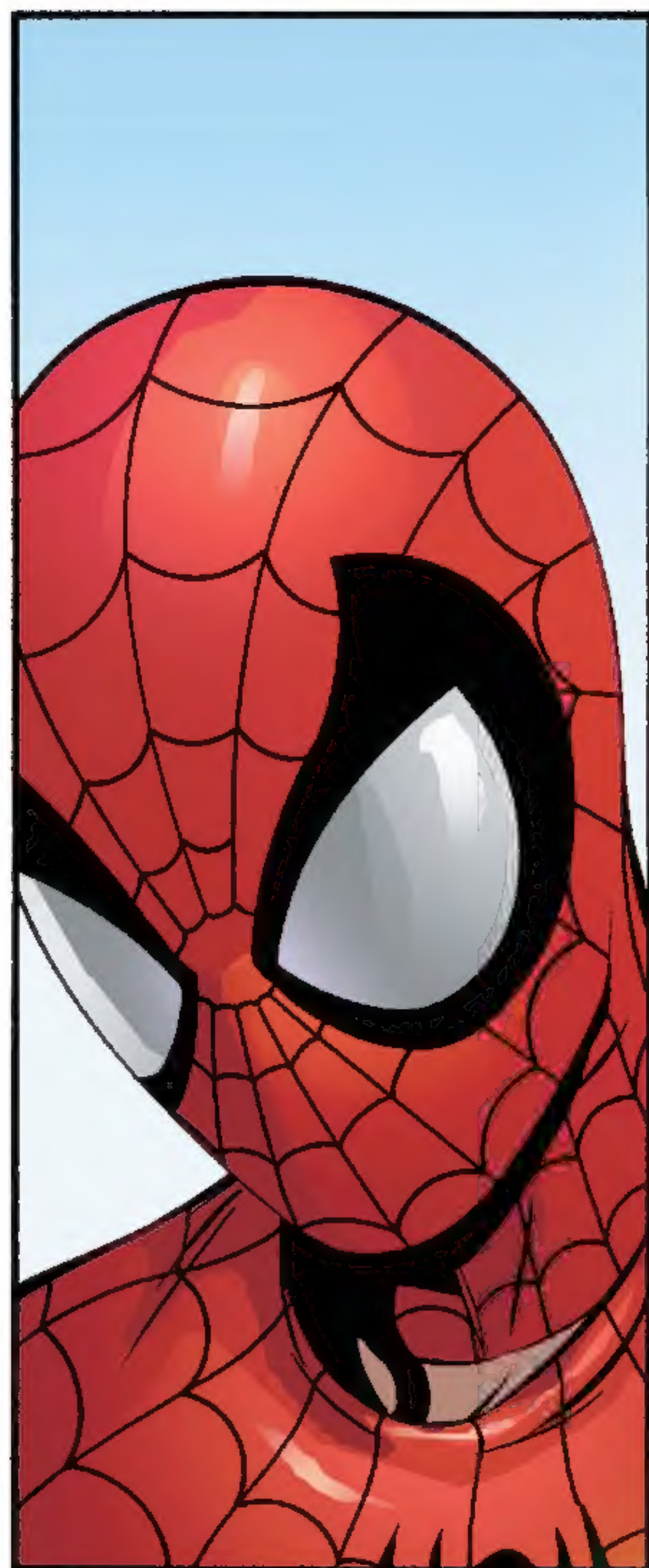
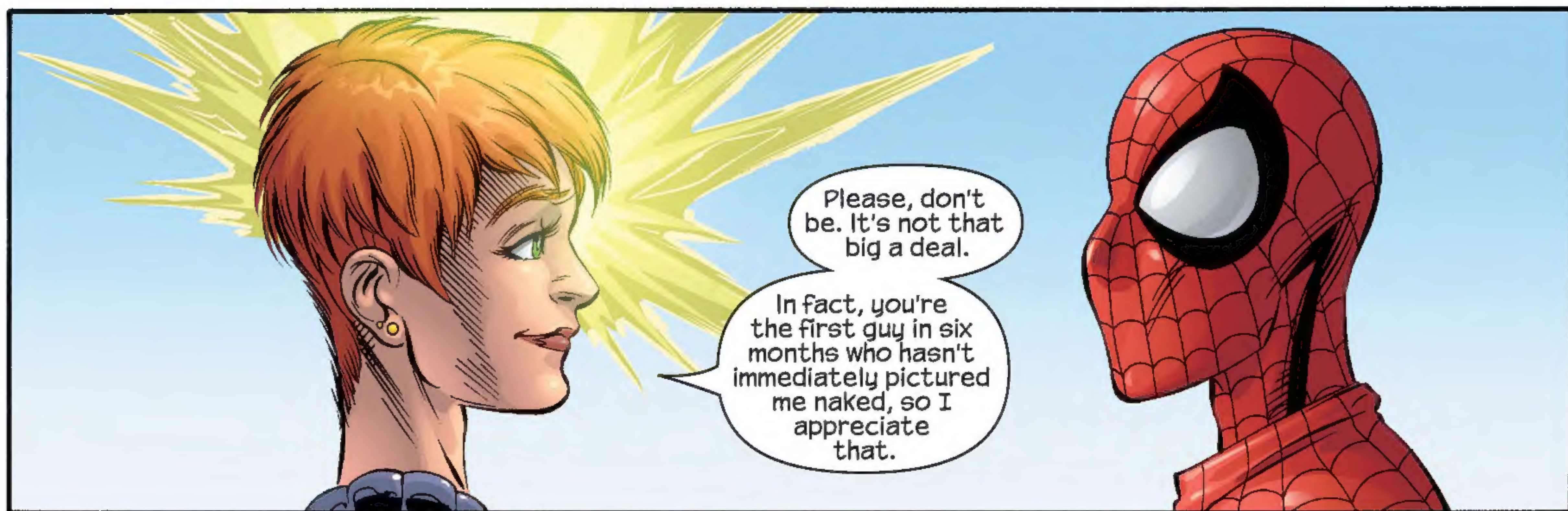




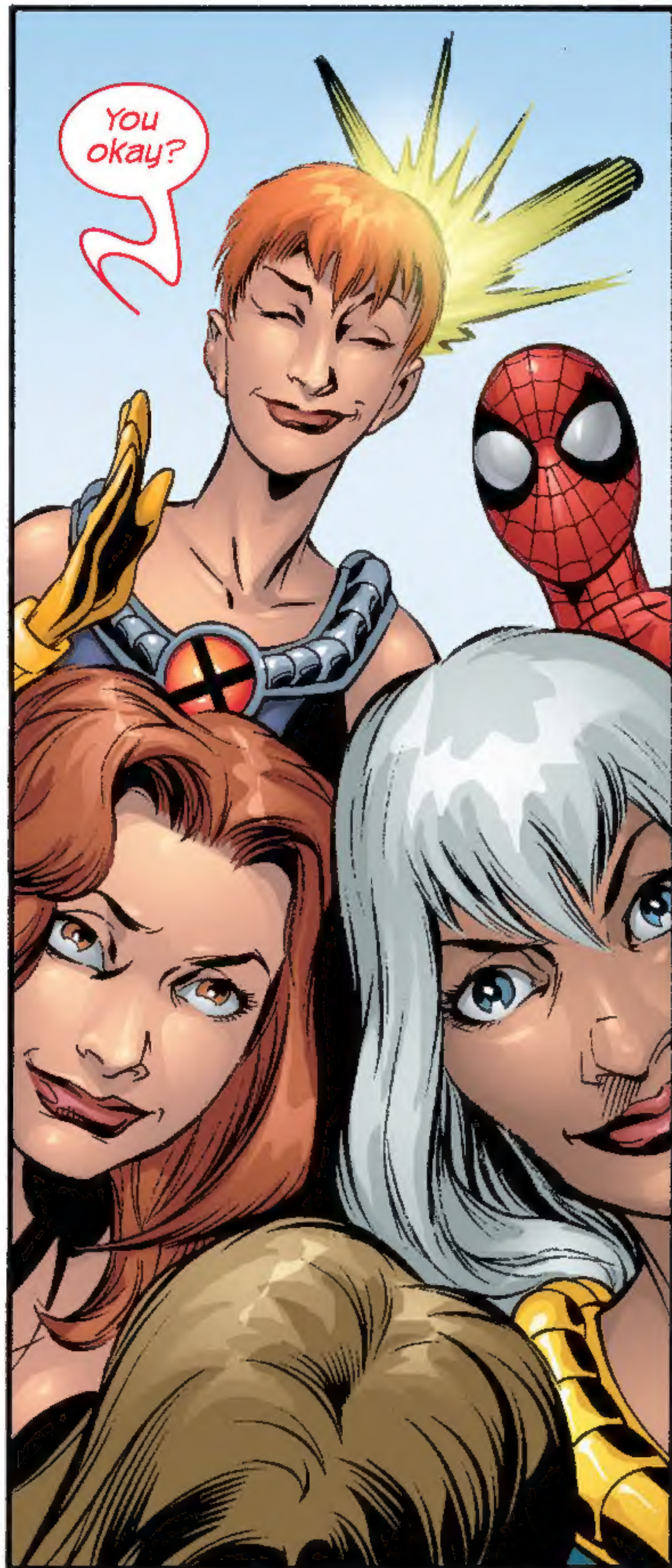
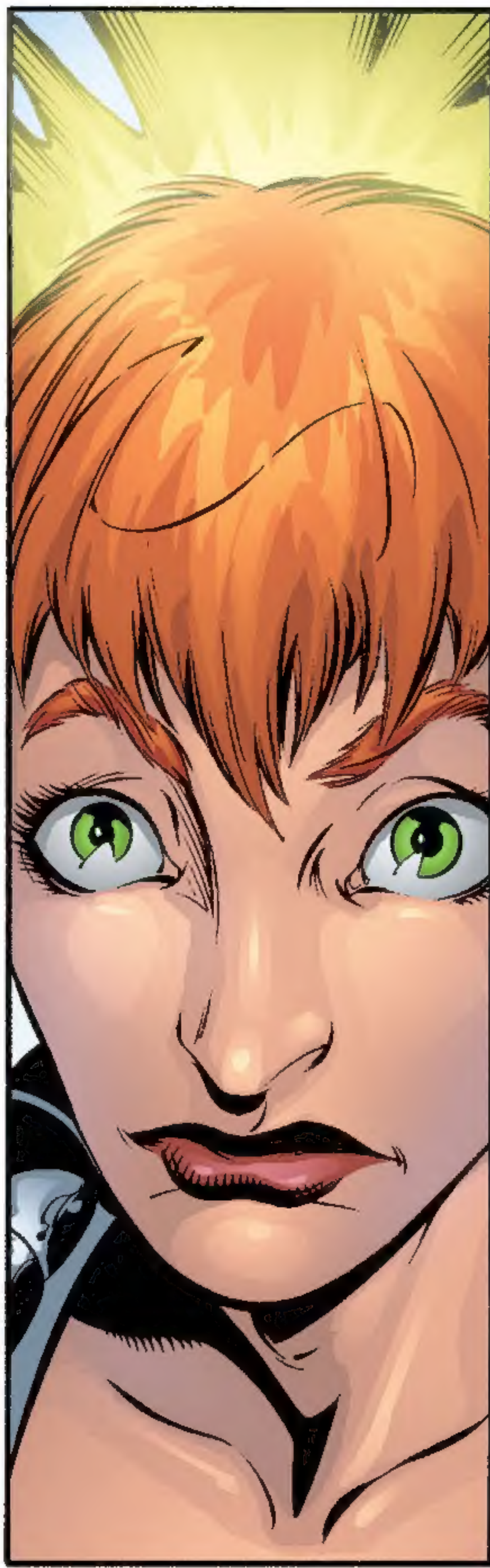
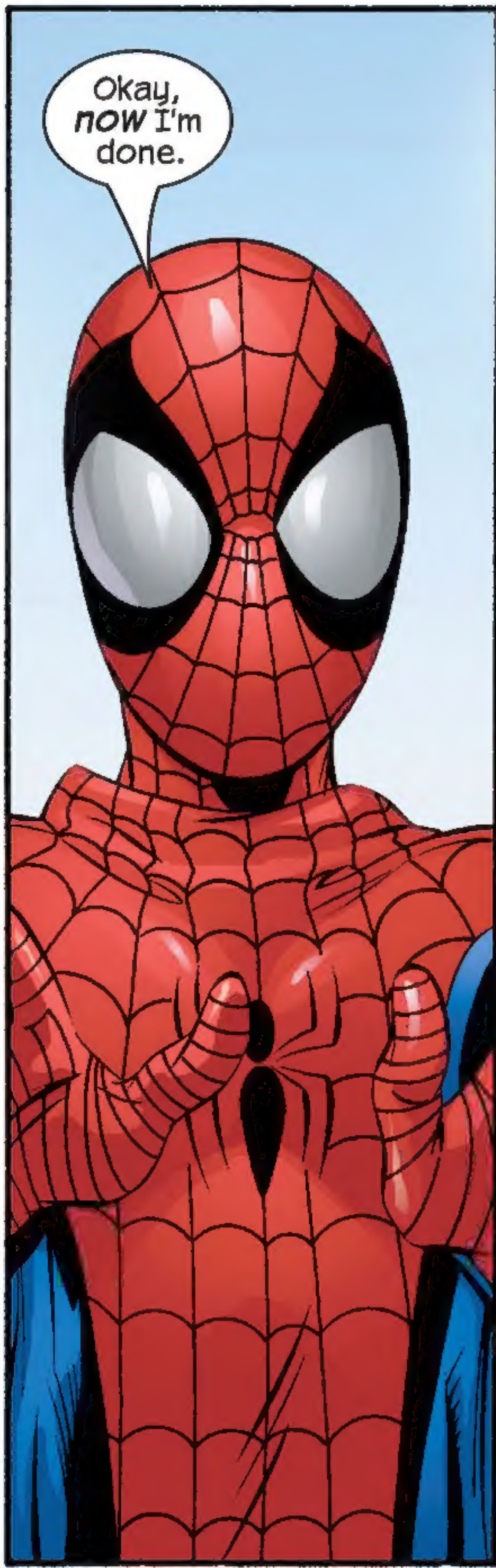
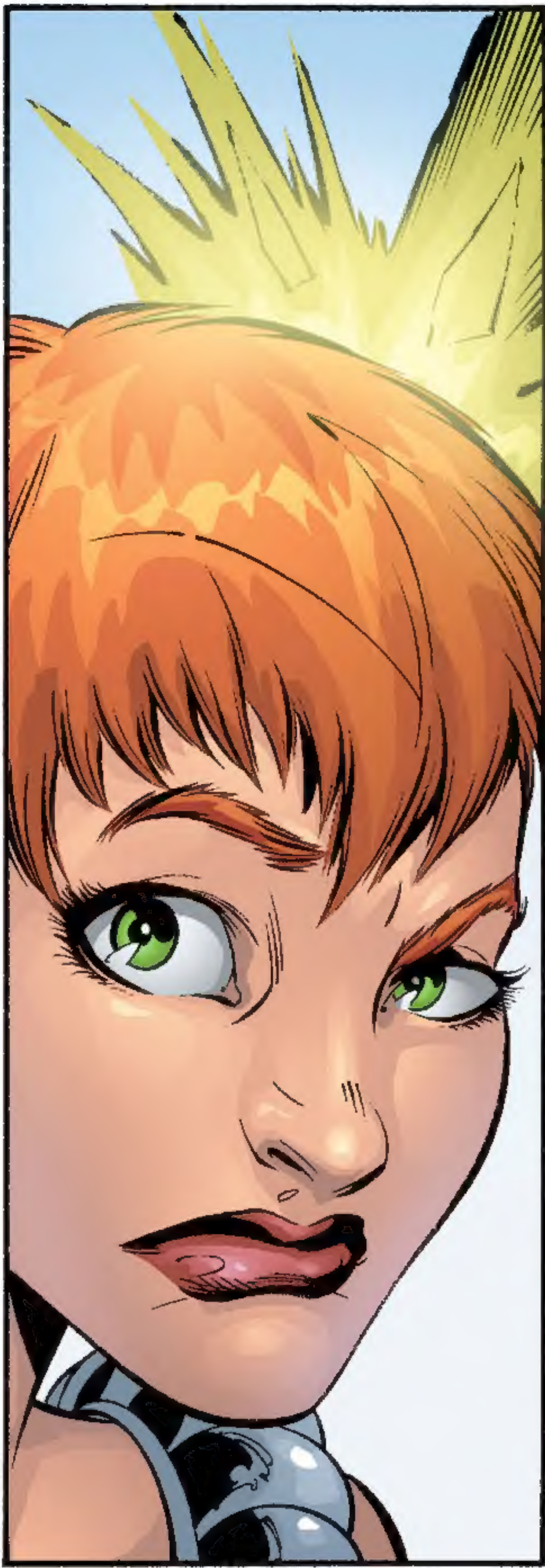




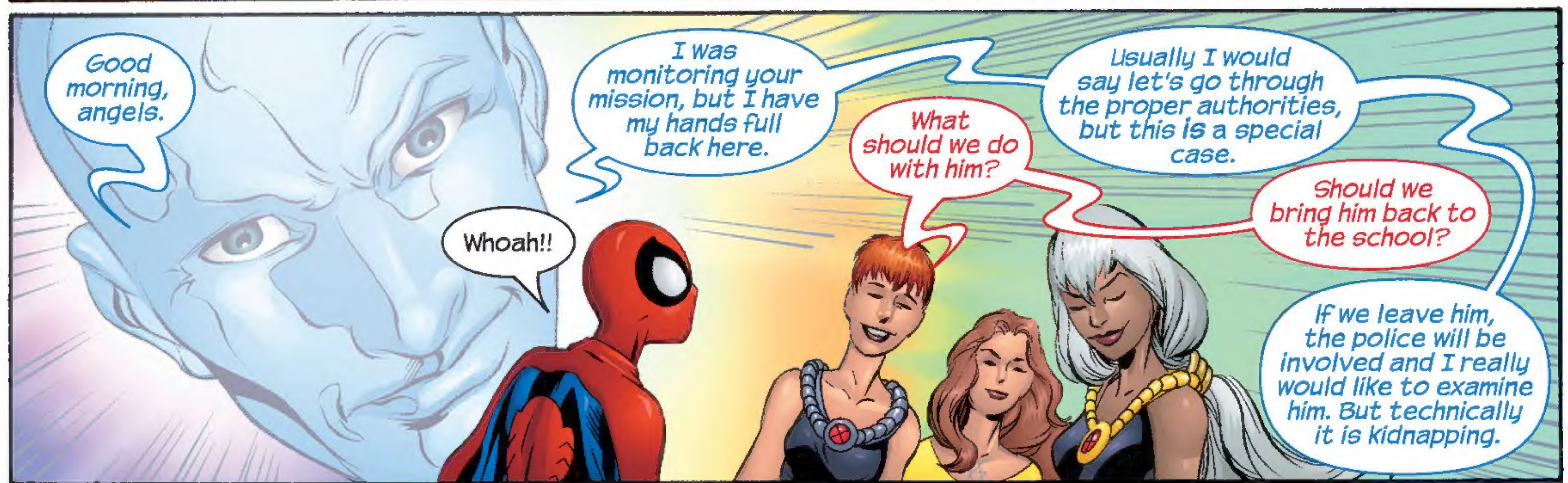
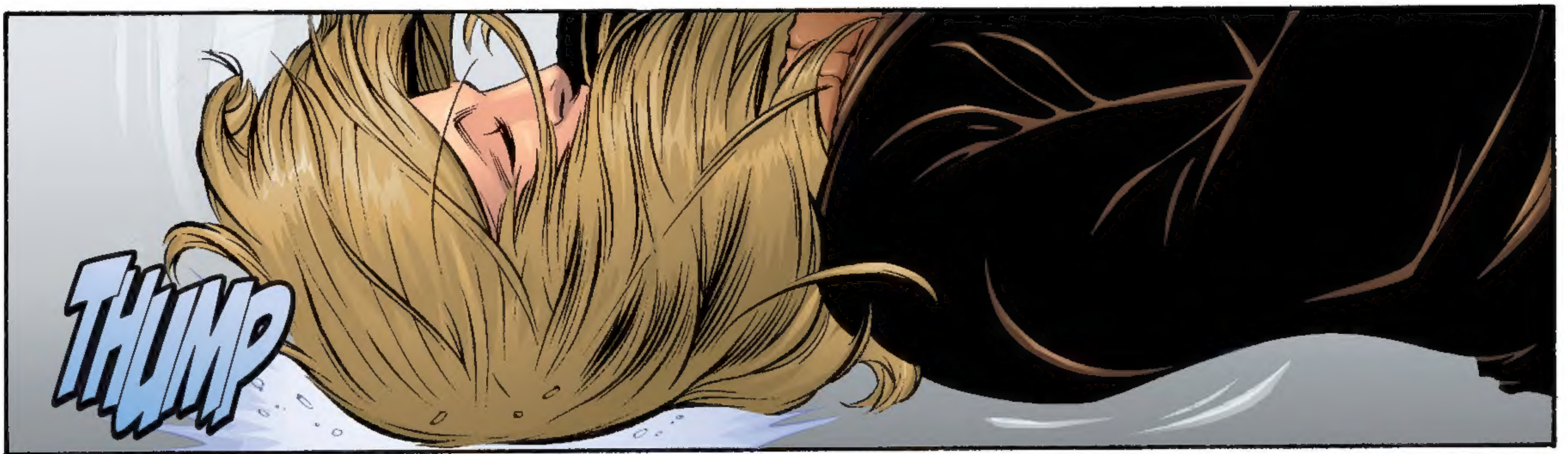




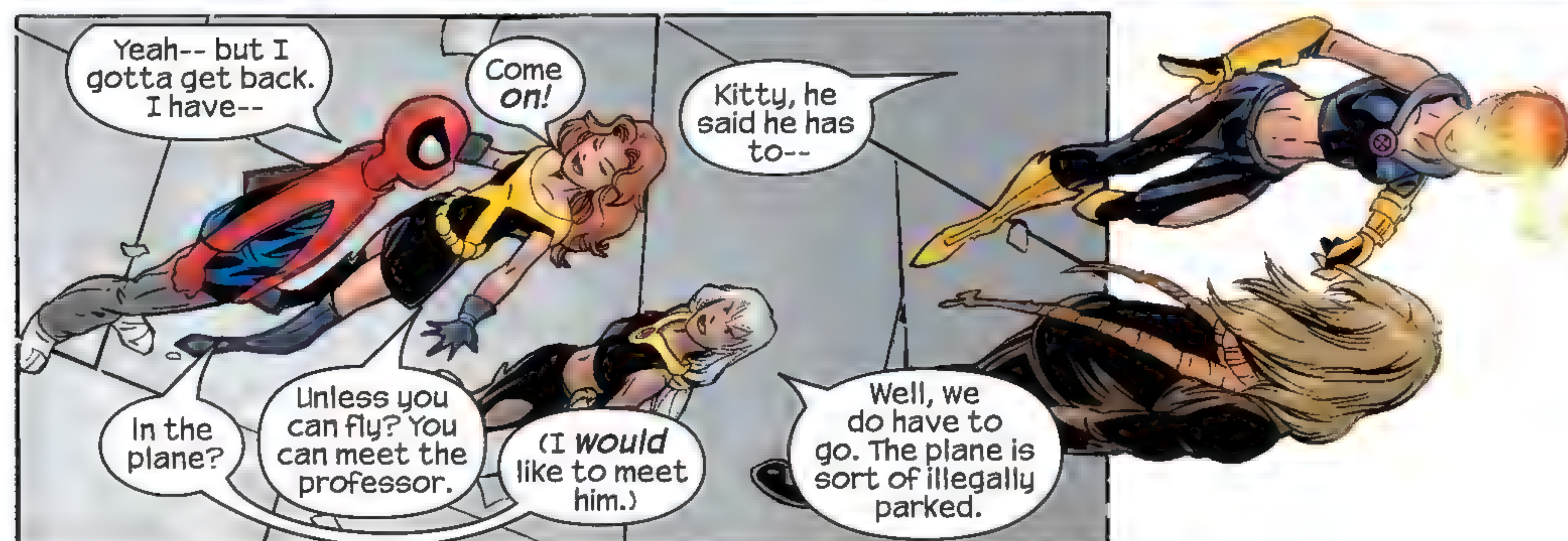
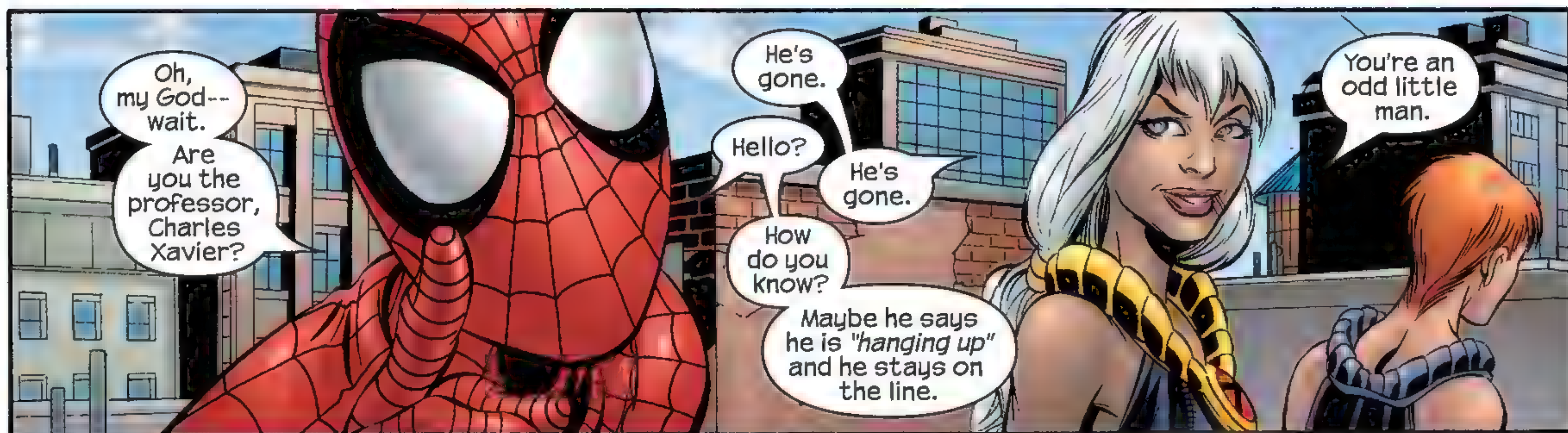




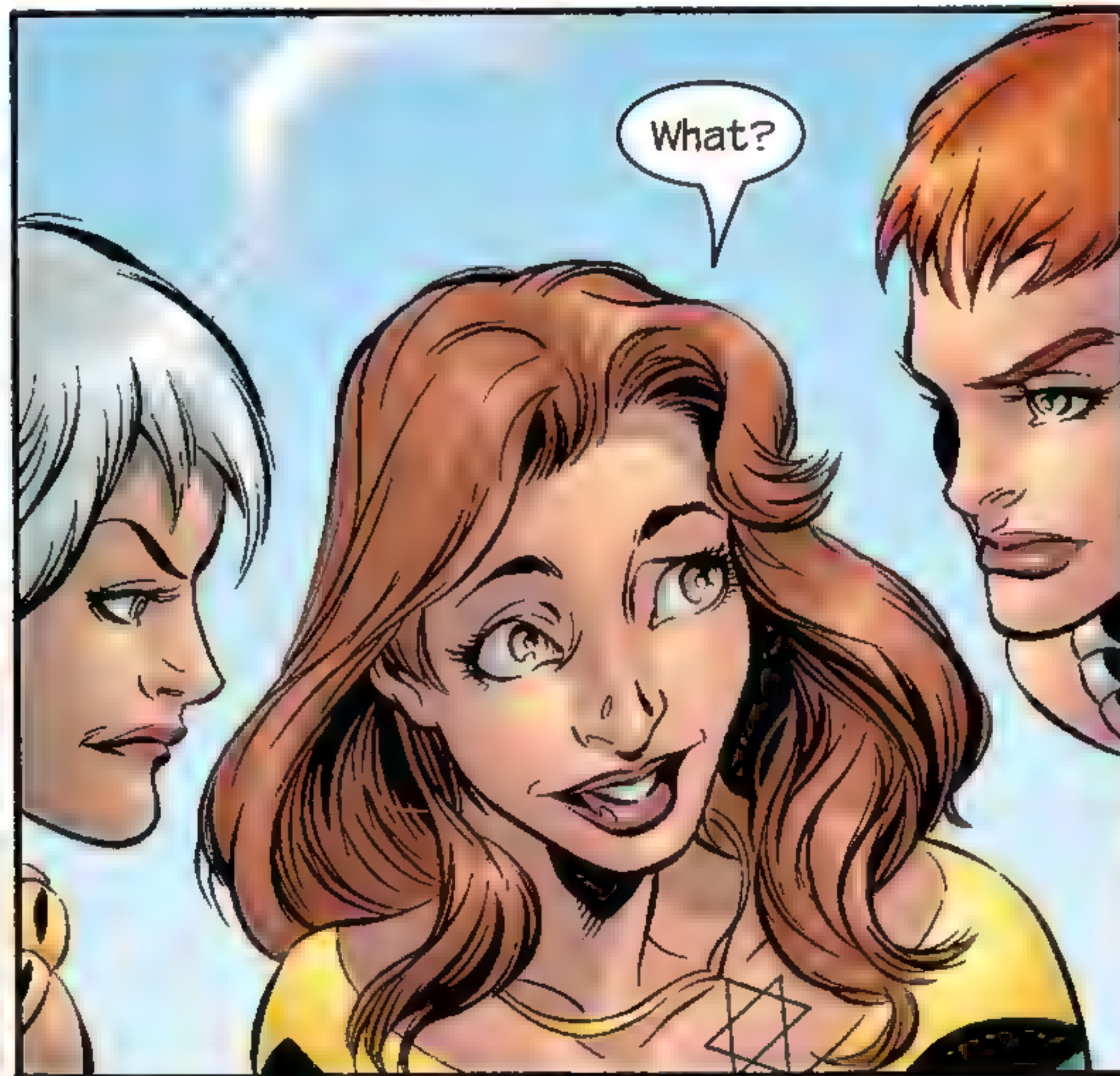
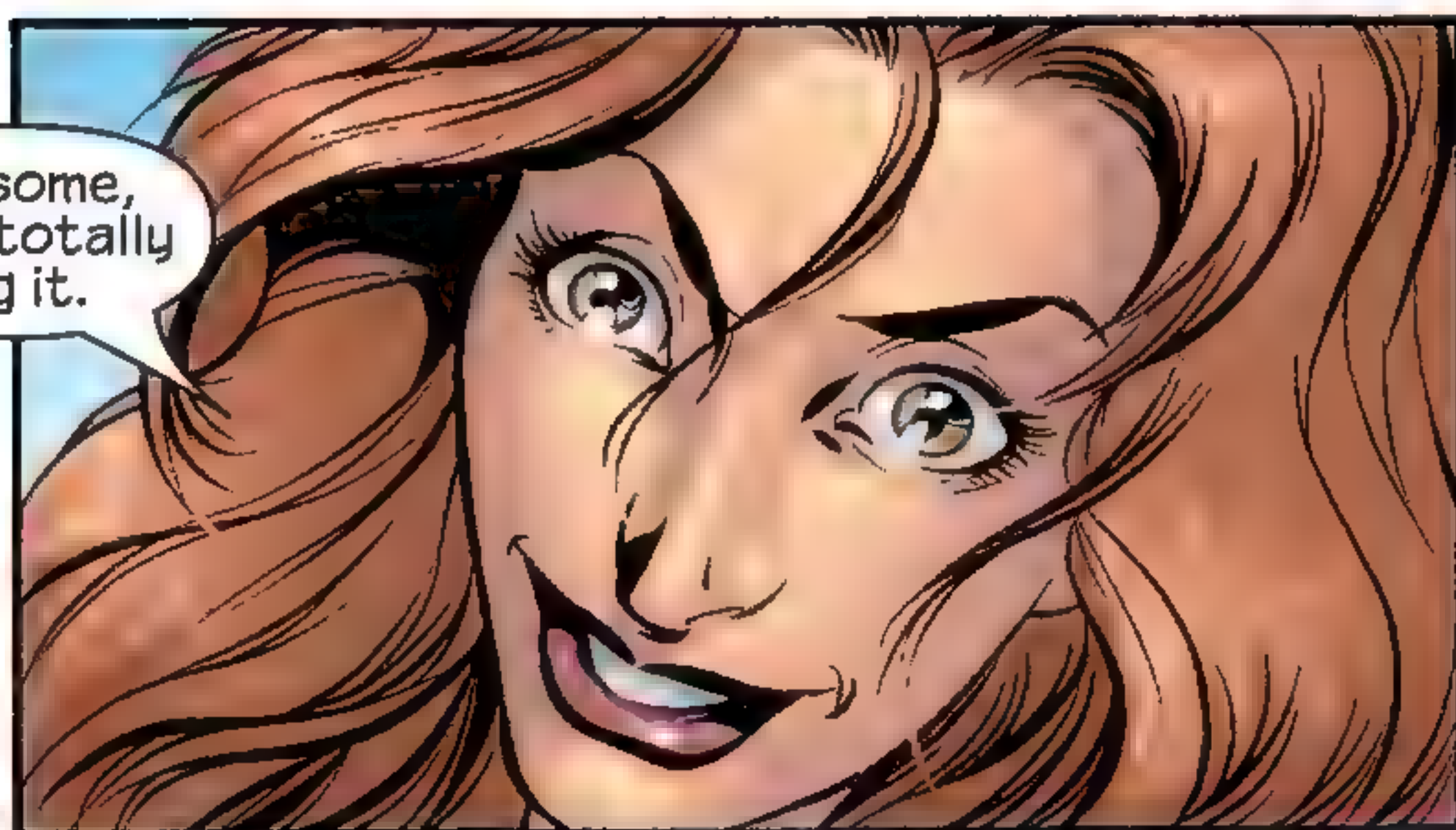




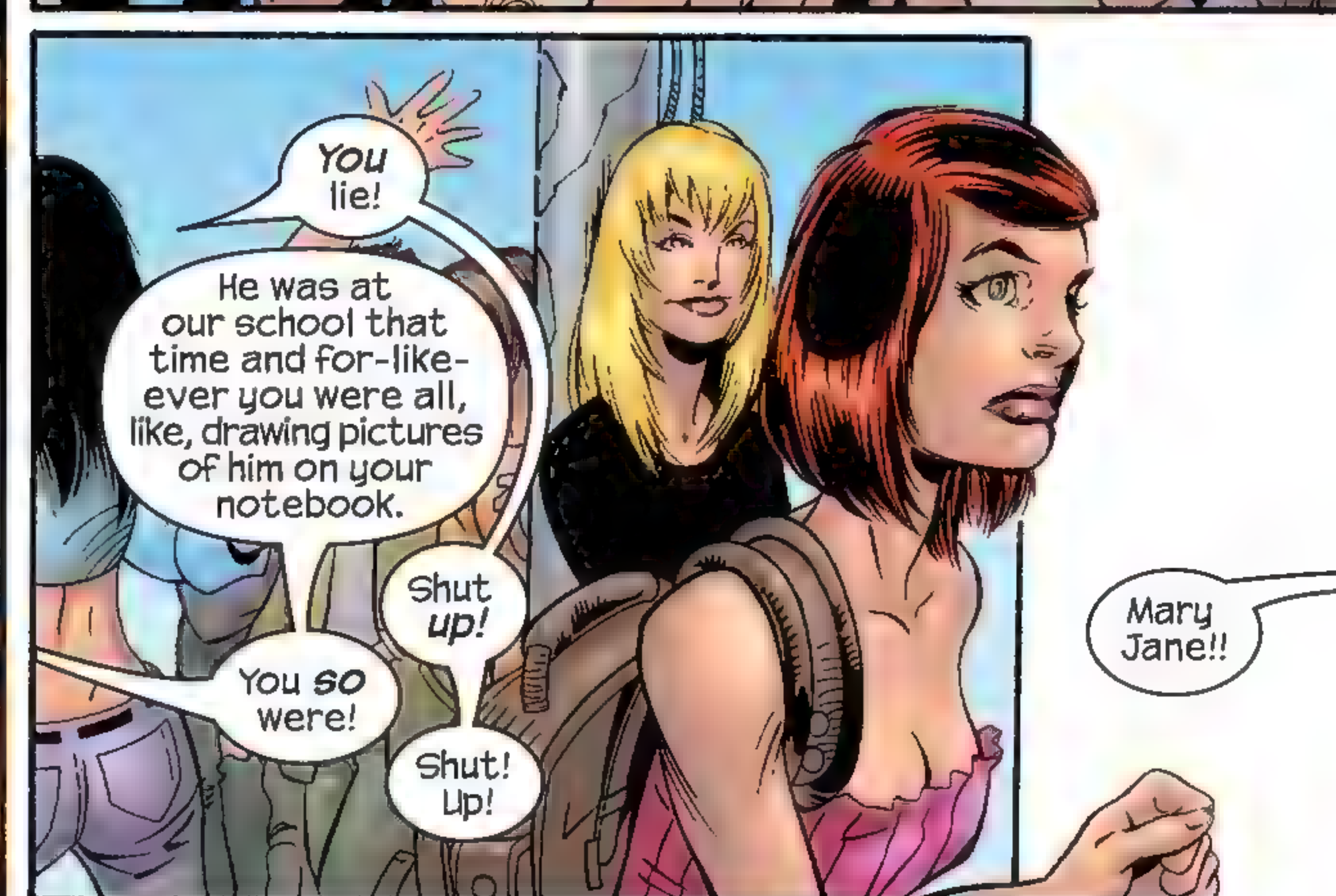
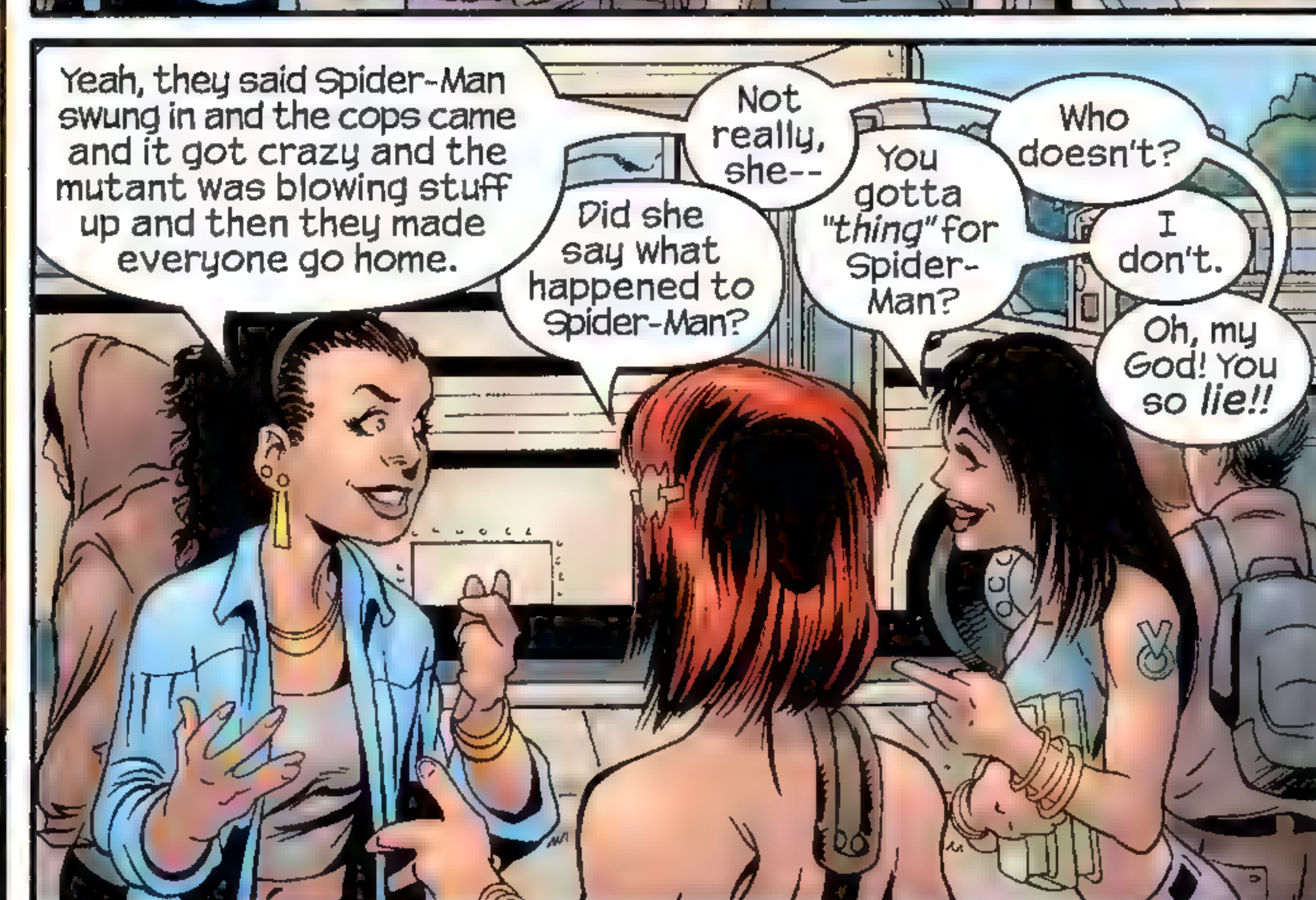
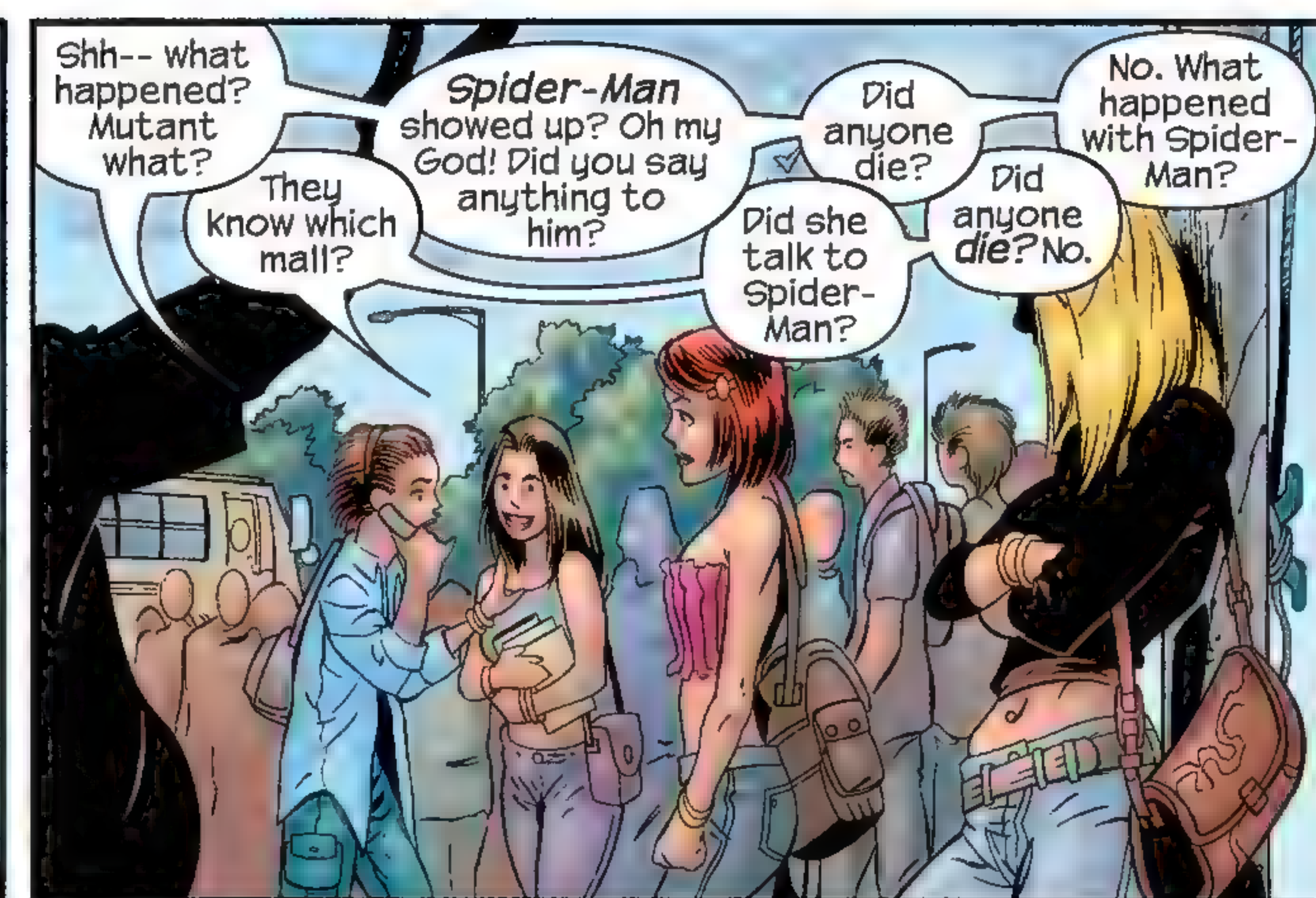




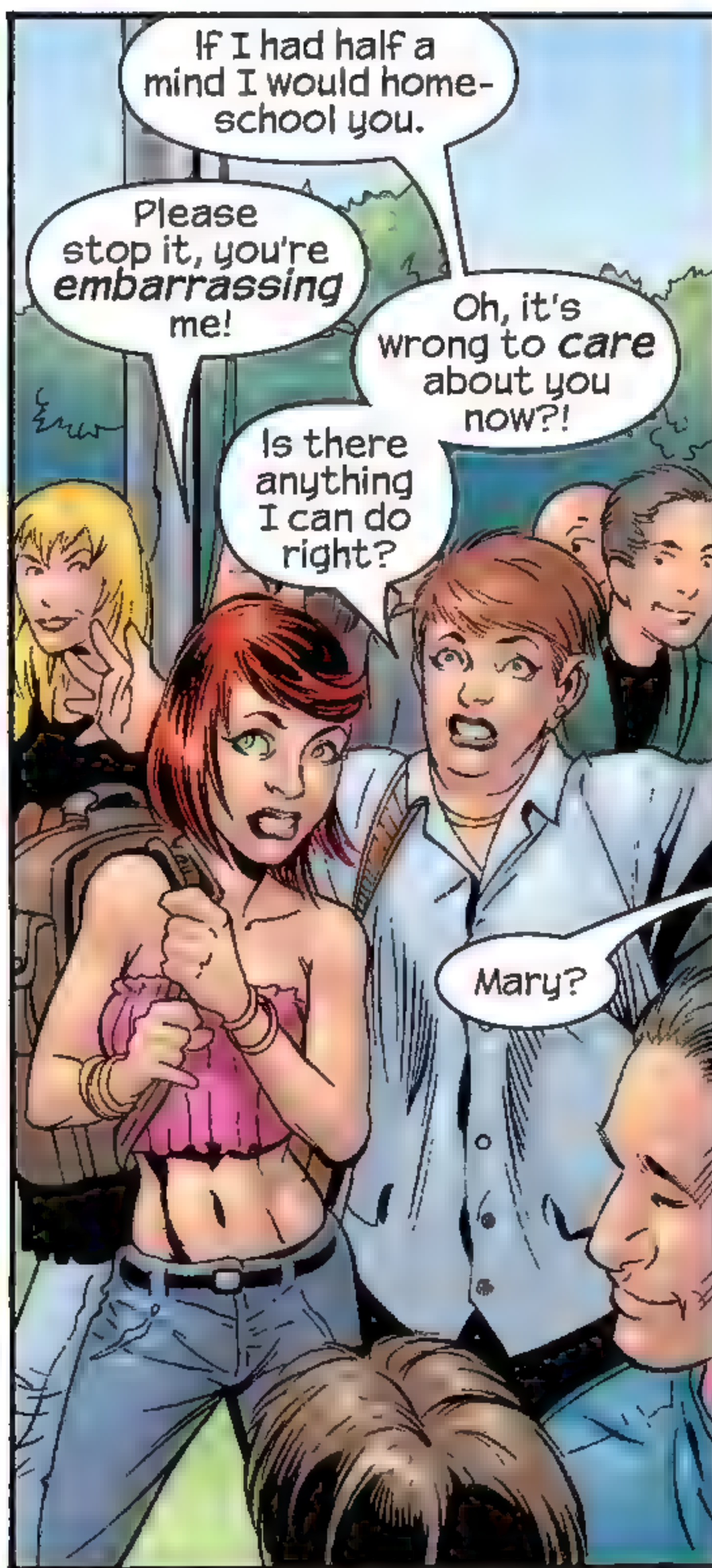
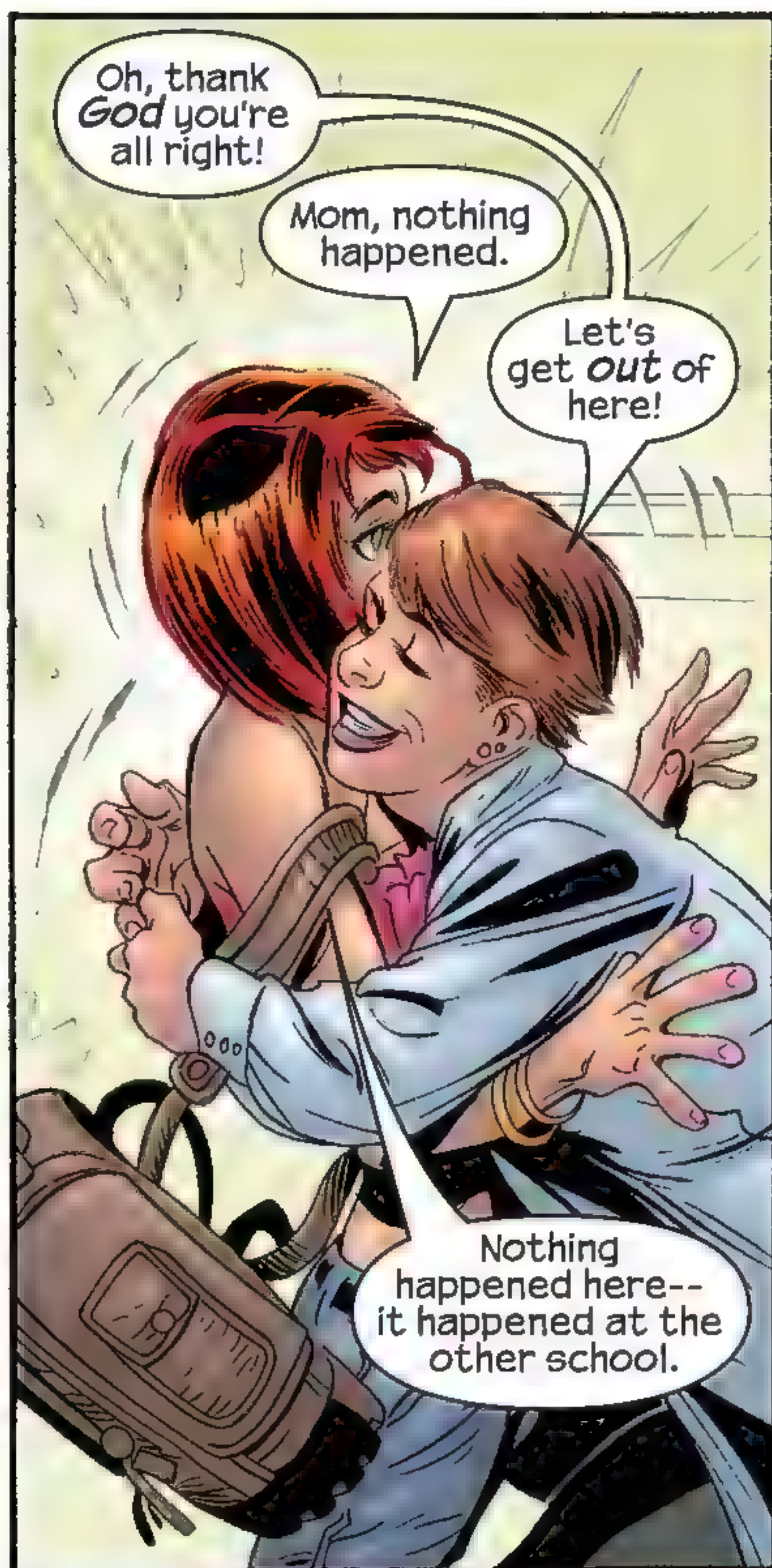




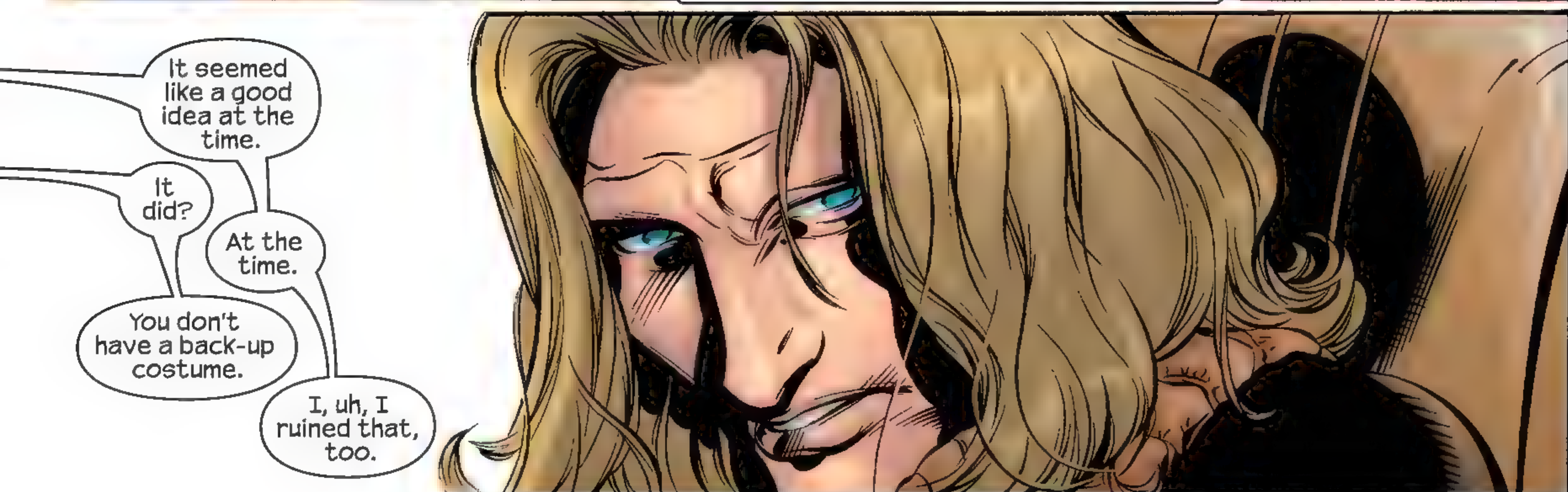
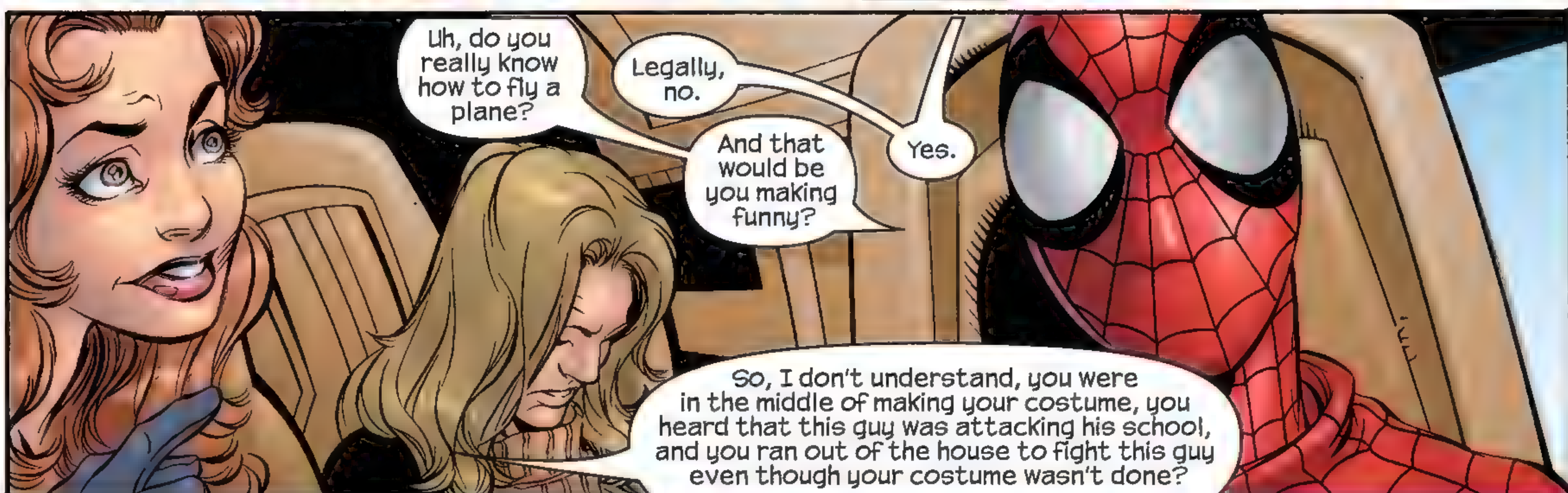
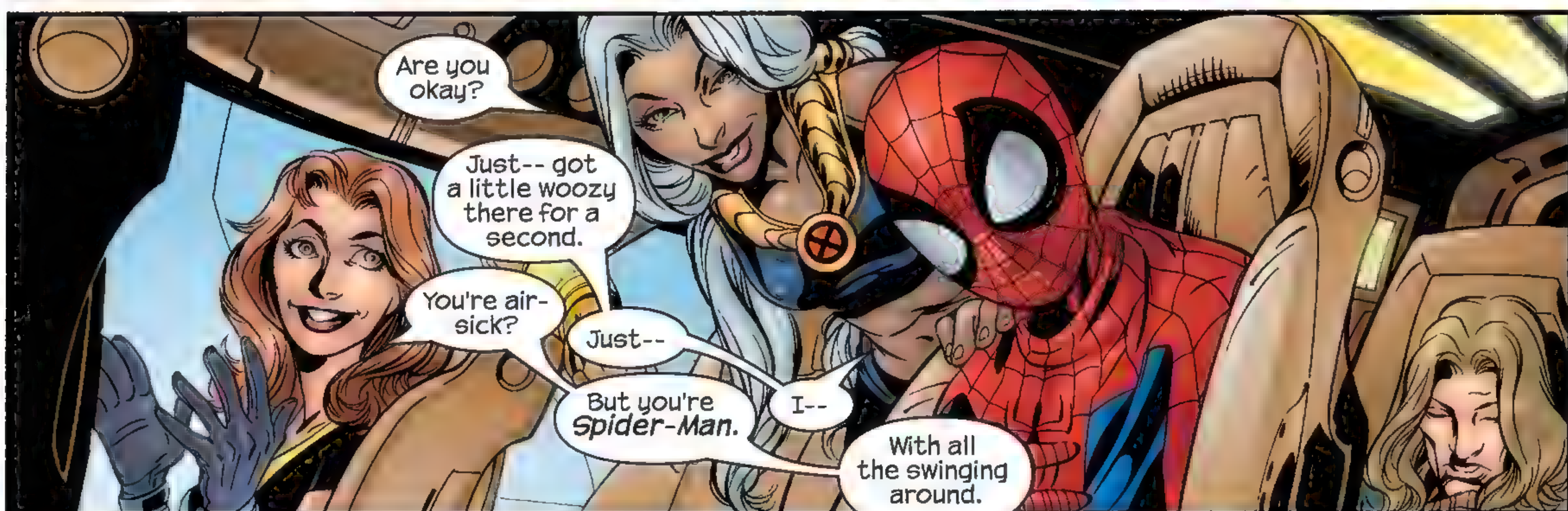
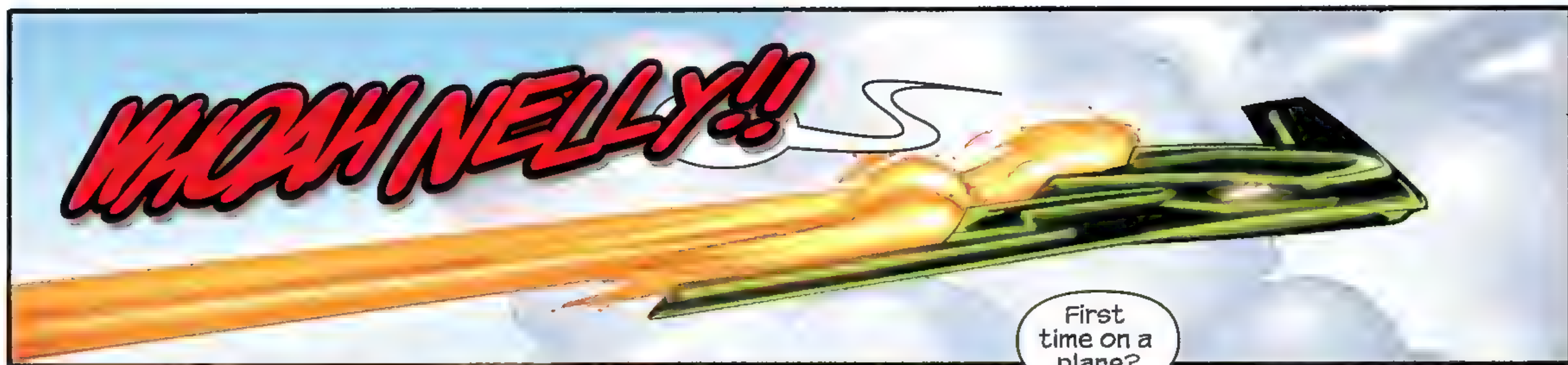




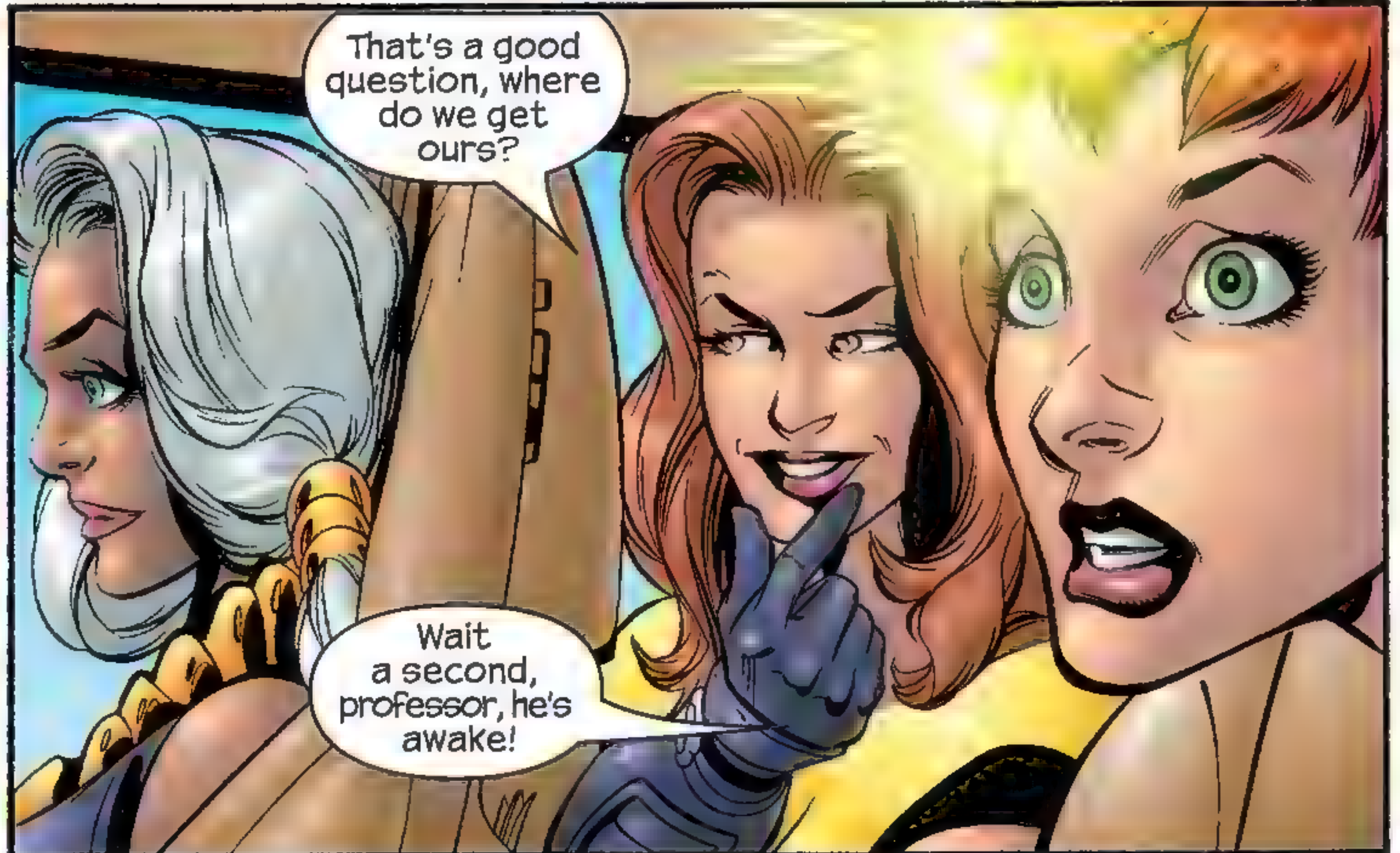
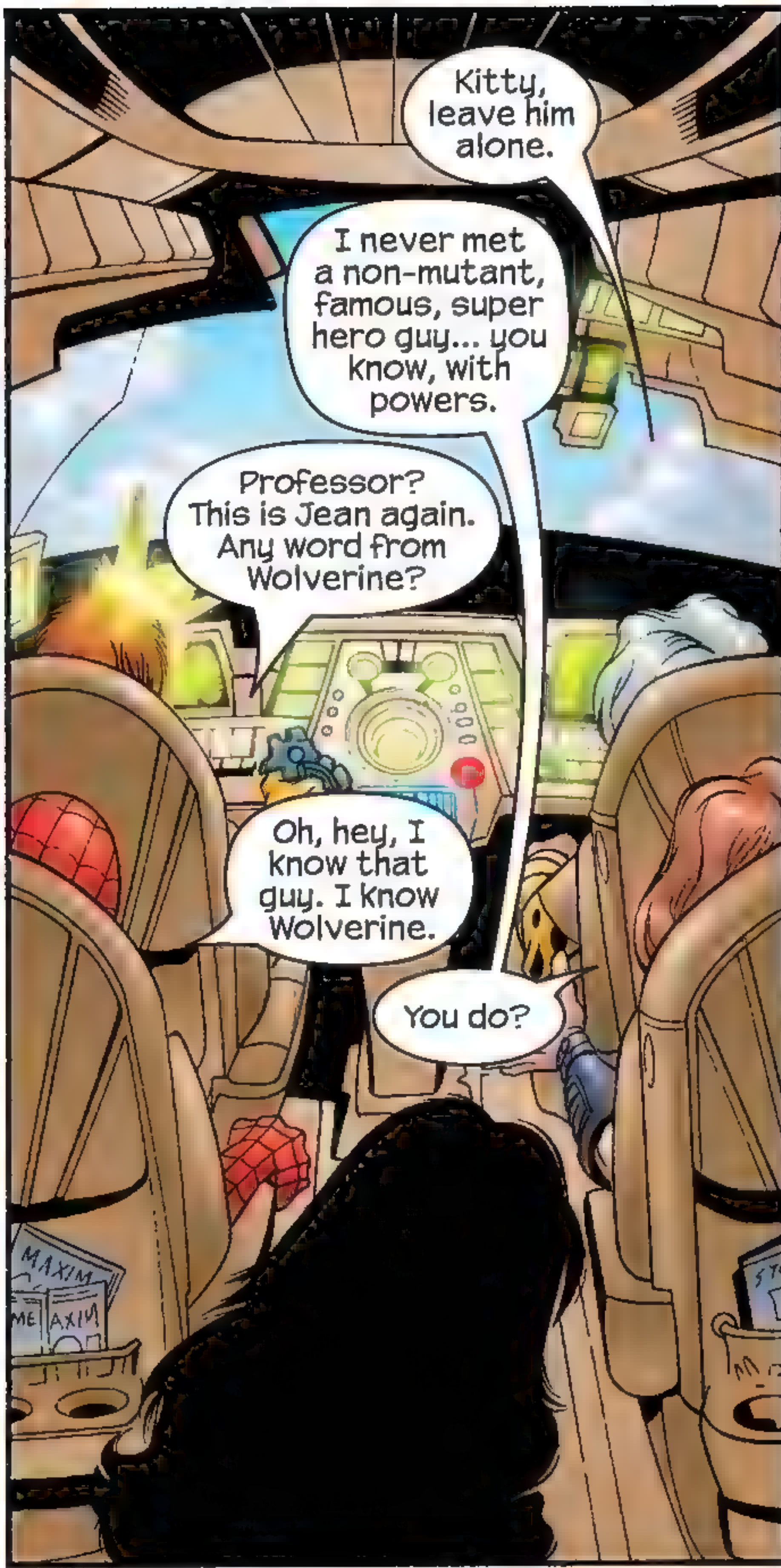
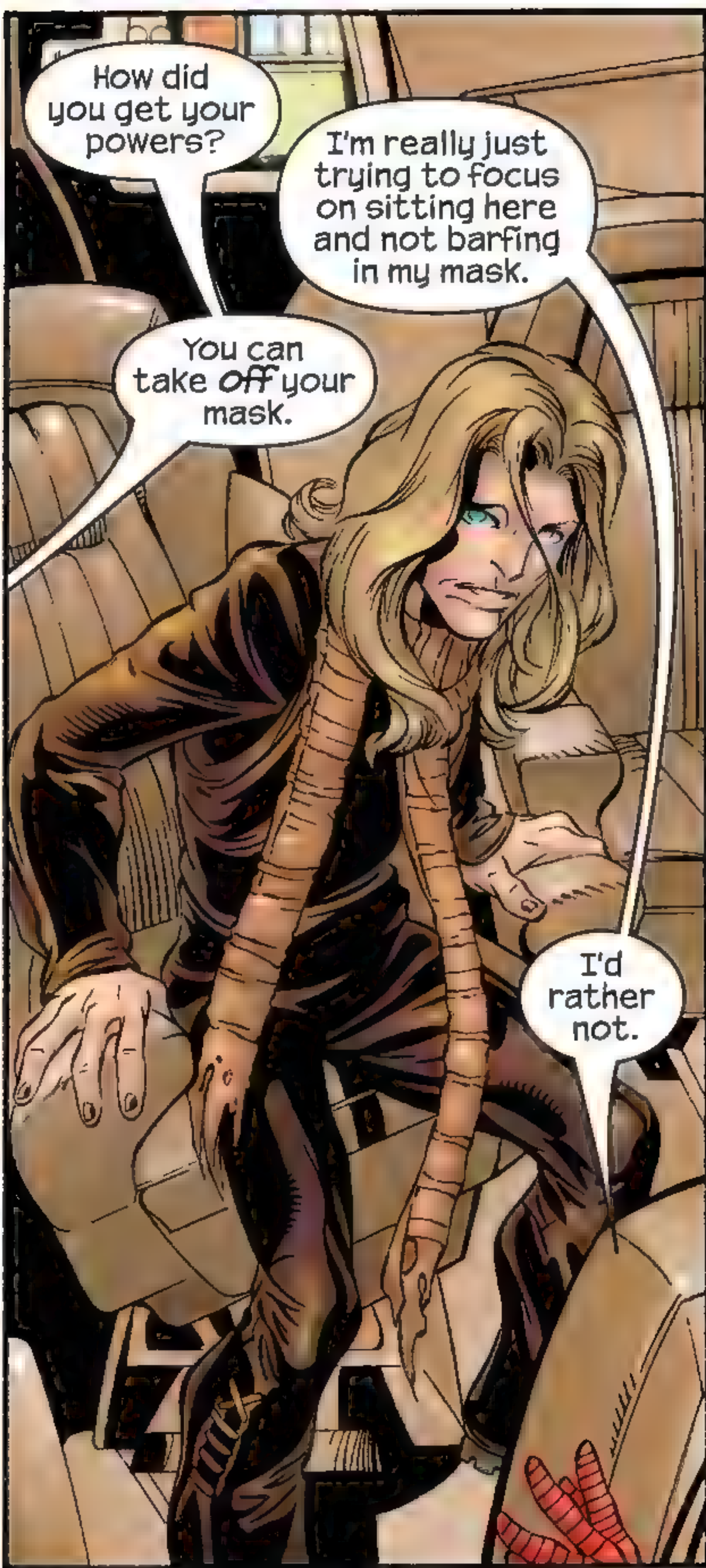




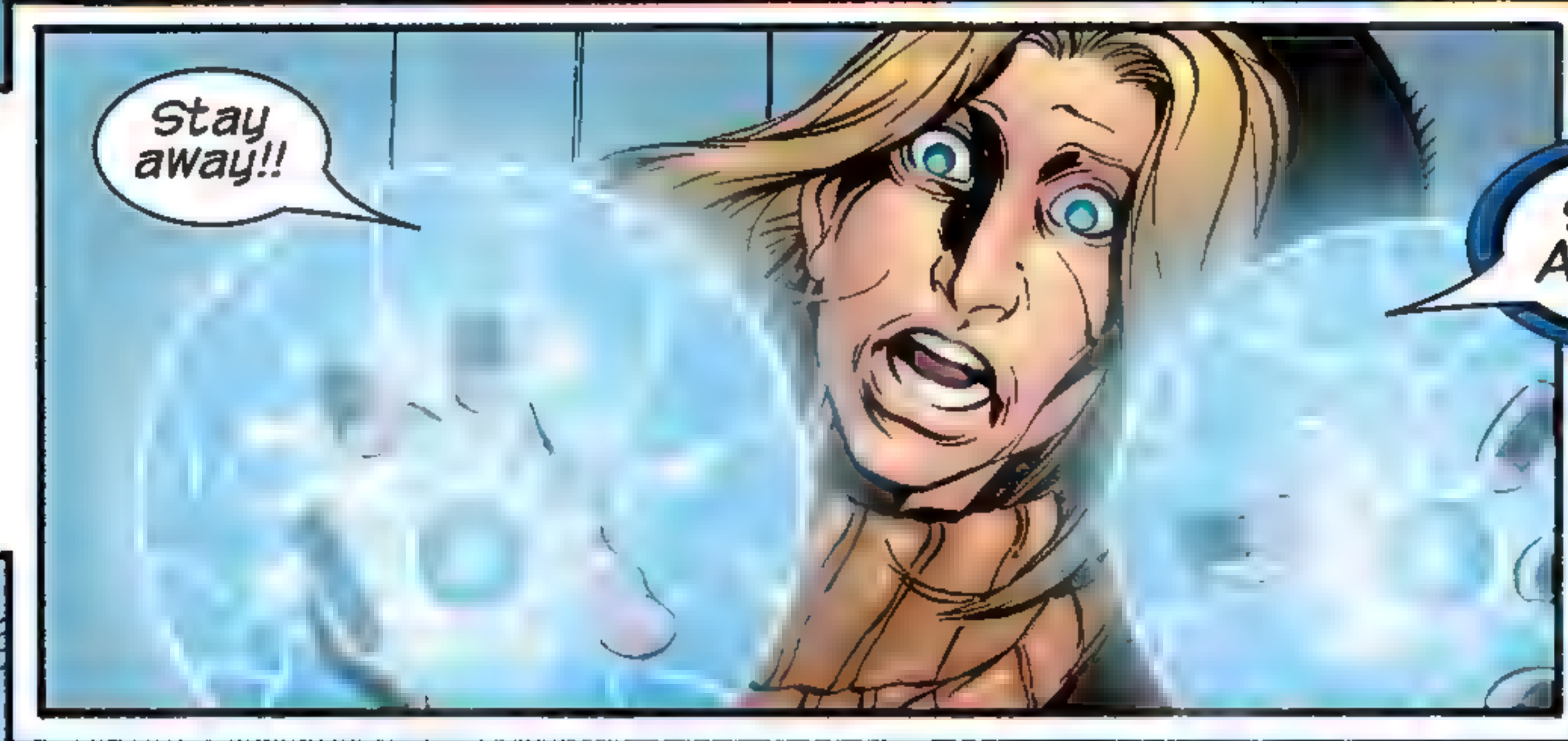




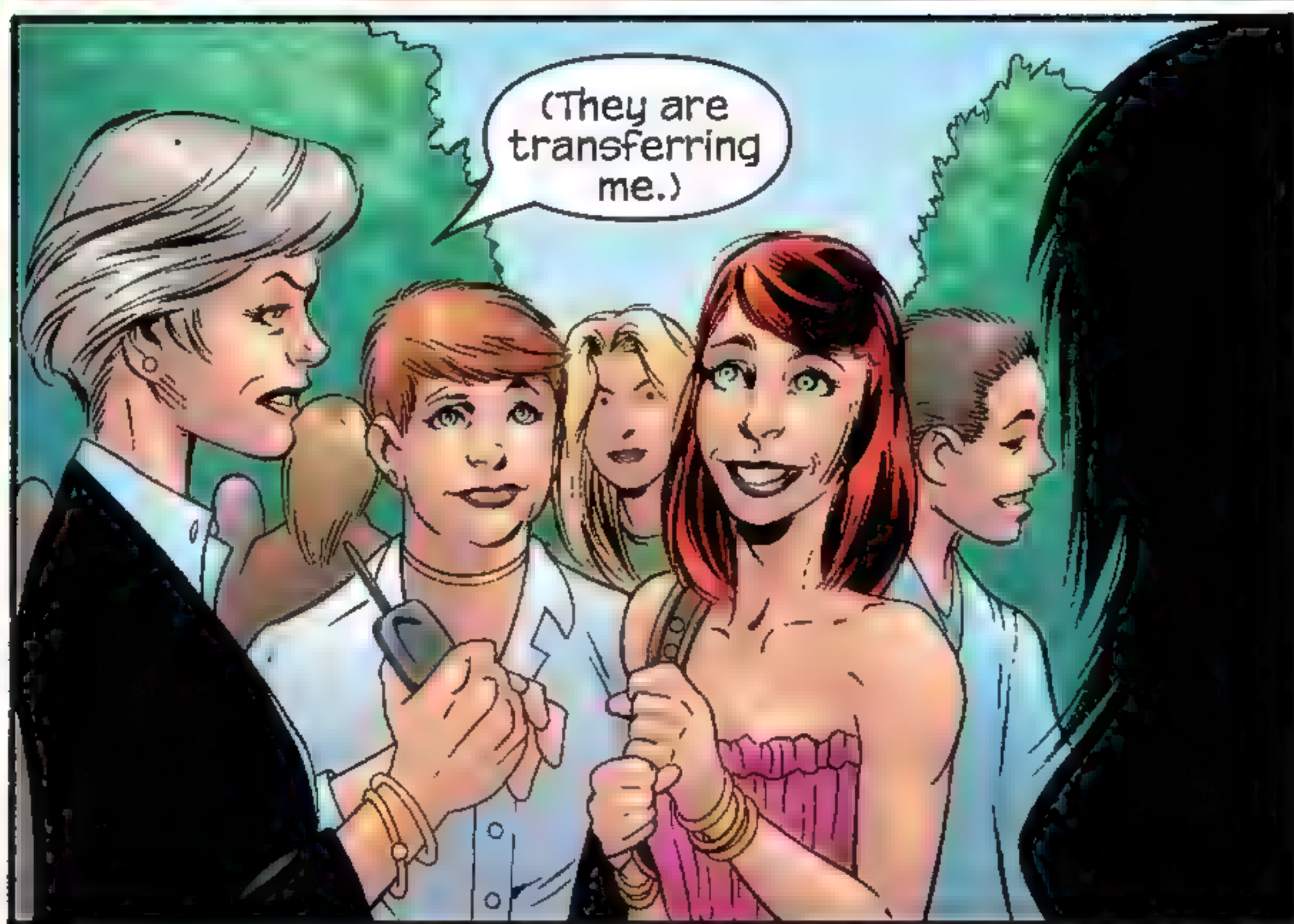
















Everybody hold on to something!!!

I'll do what I can from-- Aggh!!

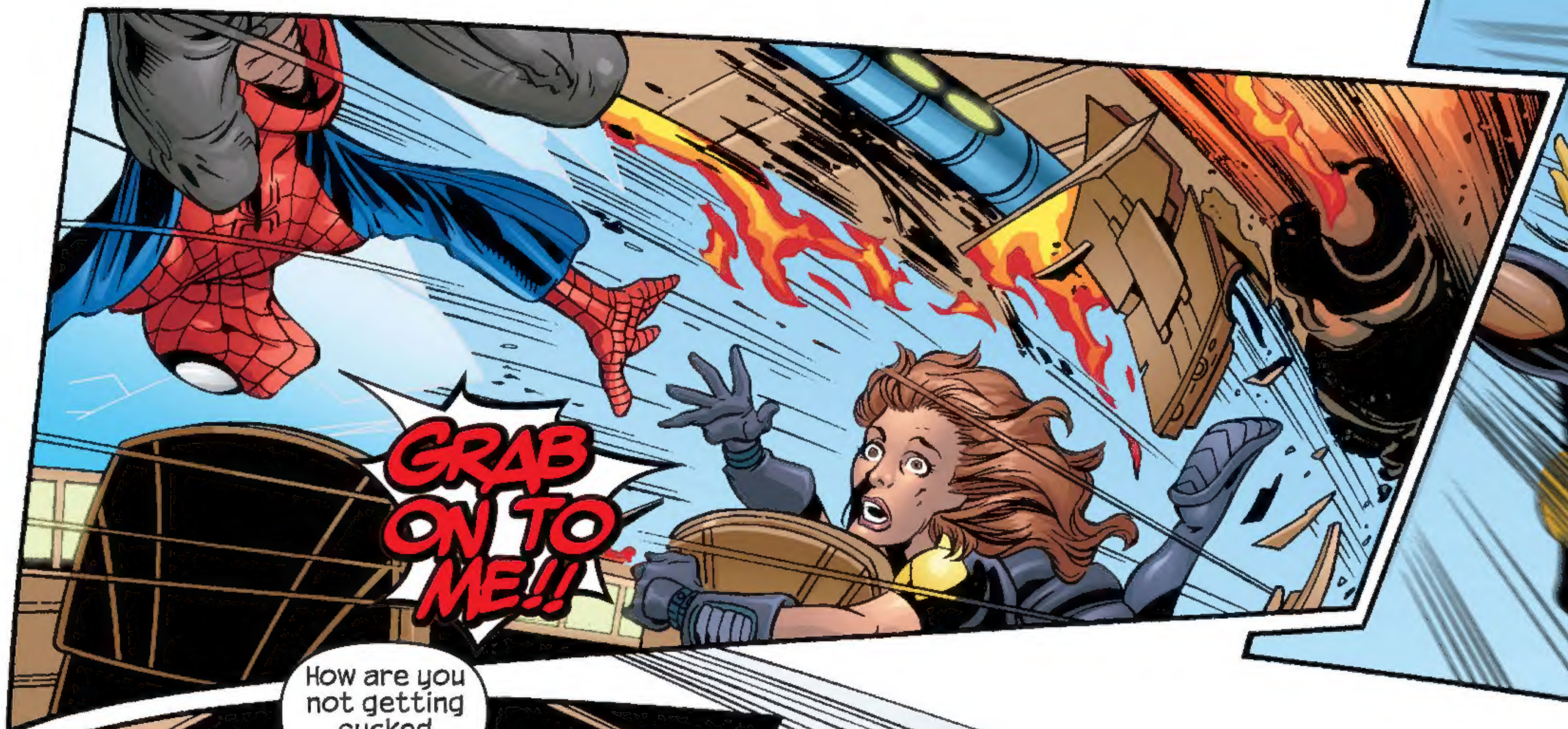
Storm!!

Kitty, I can't keep the plane together by just-- rrr!!

This isn't as easy as it might look!!

Jean, if you can hear me, I am going to try to pull a wind tunnel together strong enough to keep the plane up, but it's going a little too fast.

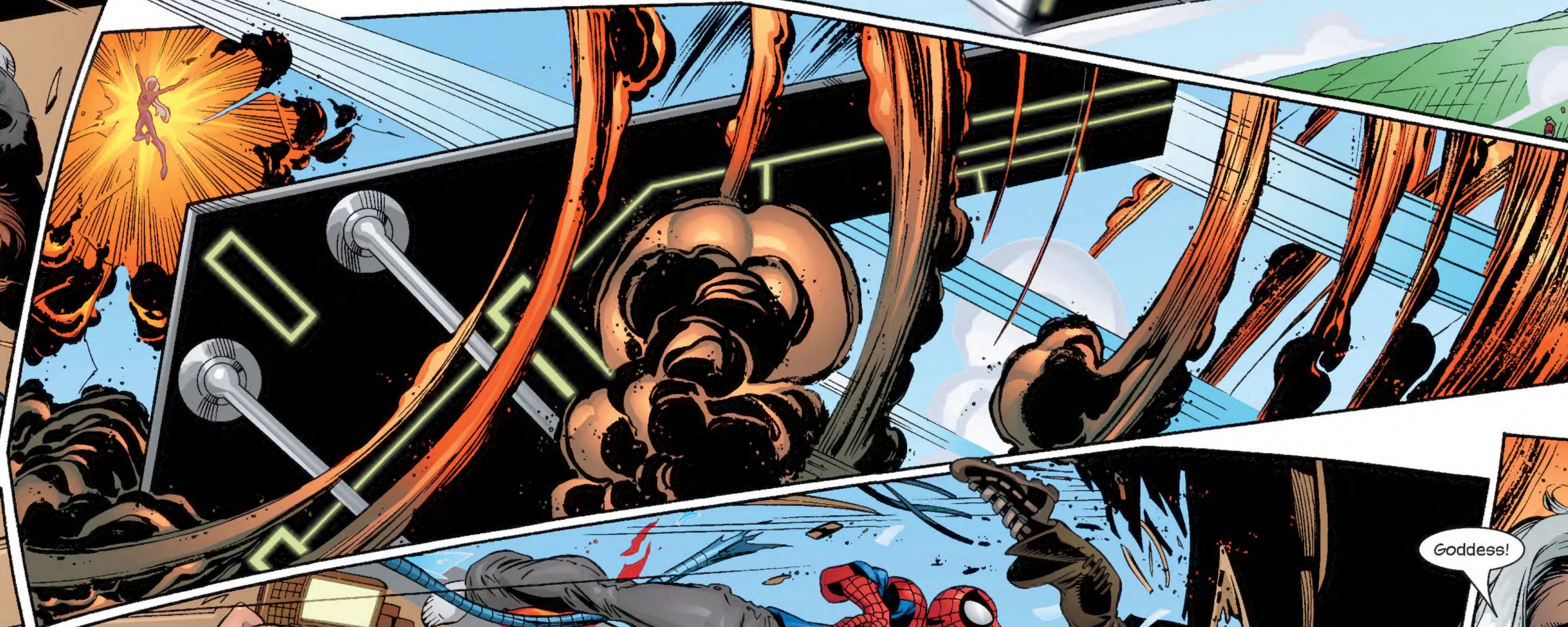
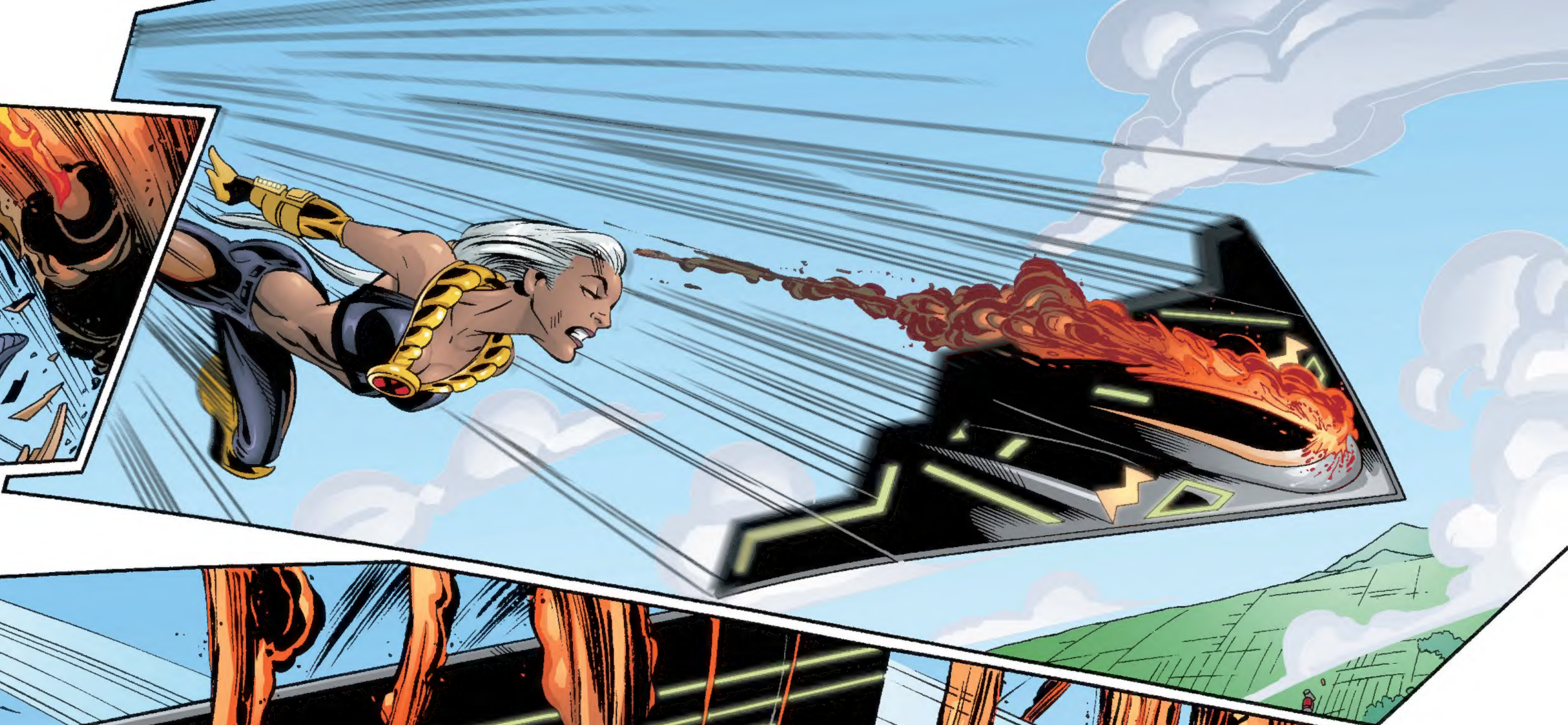




GRAB ON TO ME!!

How are you not getting sucked out!!?

I can stick to-- !!

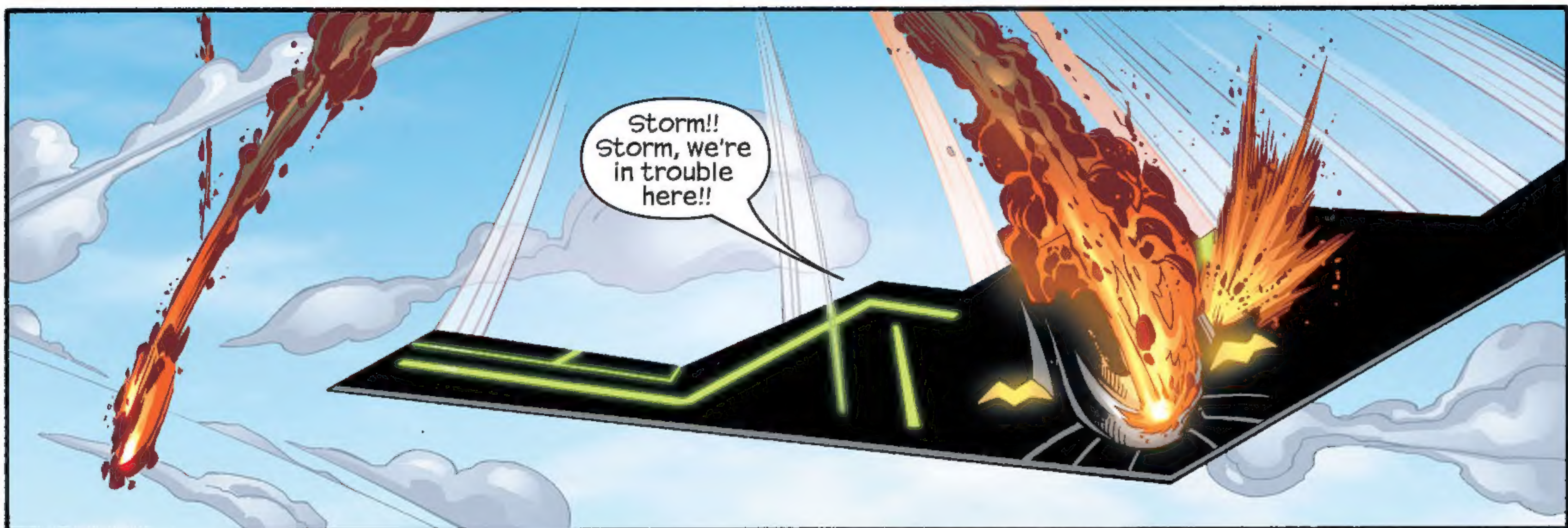
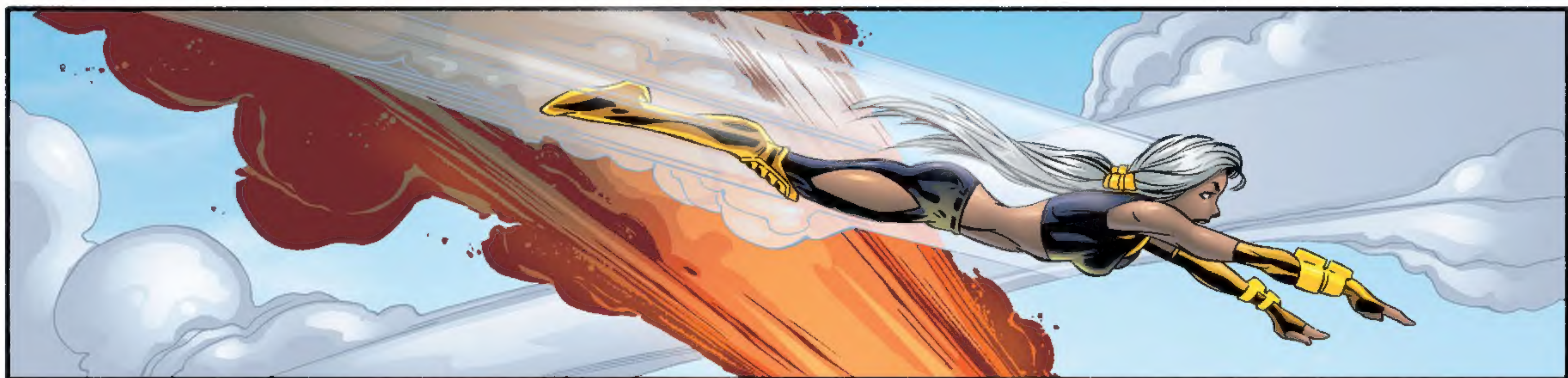


Goddess!



AAHIEEE!









**SON OF ULTRAMAN**